North East Scotland Pension Fund

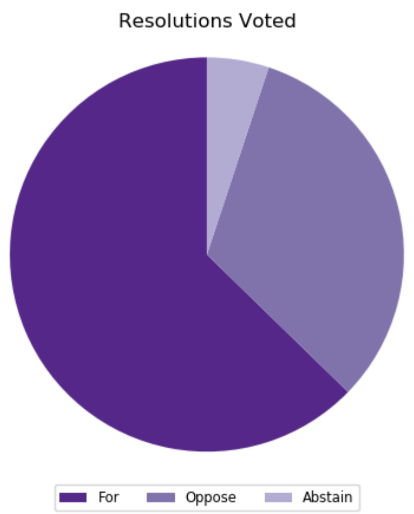
PROXY VOTING REVIEW

PERIOD 1st October 2023 to 31st December 2023

Contents

1 Resolution Analysis

- Number of resolutions voted: 122 (note that it MAY include non-voting items).
- Number of resolutions supported by client: 74
- Number of resolutions opposed by client: 38
- Number of resolutions abstained by client: 6
- Number of resolutions Non-voting: 0
- Number of resolutions Withheld by client: 0
- Number of resolutions Not Supported by client: 0

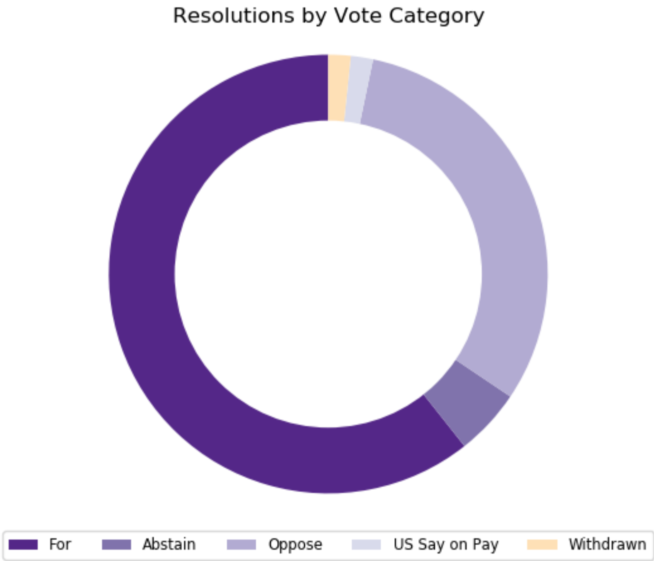


1.1 Number of meetings voted by geographical location

Location	Number of Meetings Voted
UK & BRITISH OVERSEAS	9
USA & CANADA	2
TOTAL	11

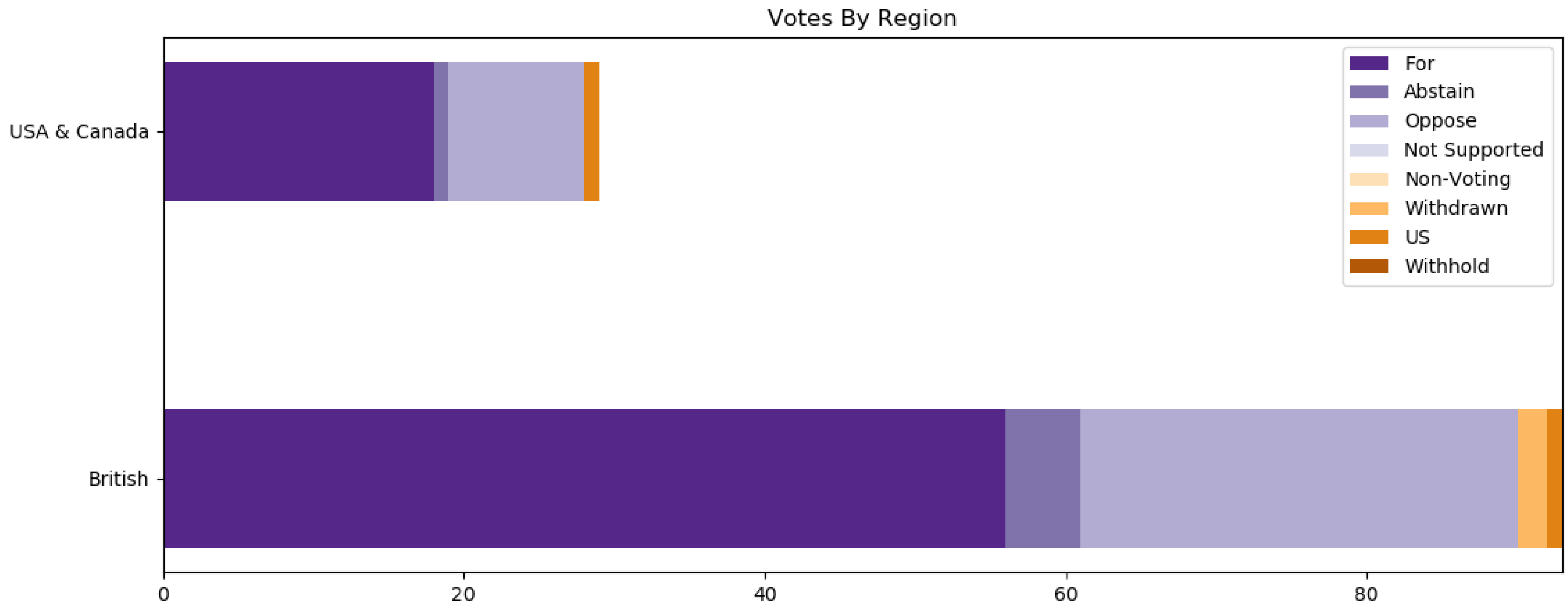
1.2 Number of Resolutions by Vote Categories

Vote Categories	Number of Resolutions
For	74
Abstain	6
Oppose	38
Non-Voting	0
Not Supported	0
Withhold	0
US Frequency Vote on Pay	2
Withdrawn	2
TOTAL	122



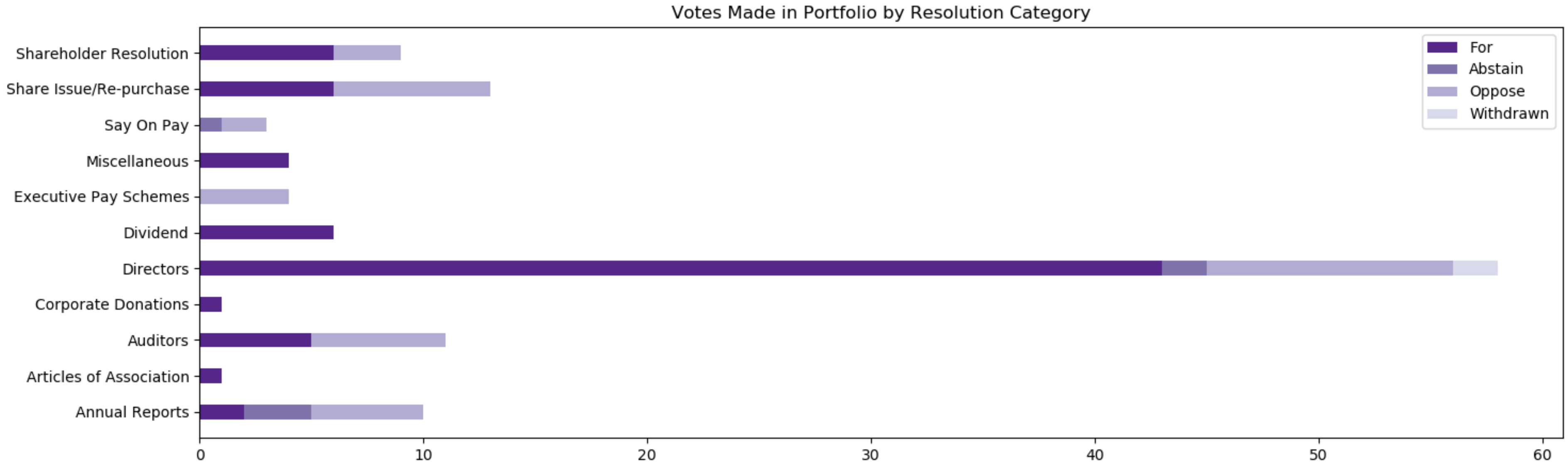
1.3 Number of Votes by Region

	For	Abstain	Oppose	Non-Voting	Not Supported	Withhold	Withdrawn	US Frequency Vote on Pay	Total
UK & BRITISH OVERSEAS	56	5	29	0	0	0	2	1	93
USA & CANADA	18	1	9	0	0	0	0	1	29
TOTAL	74	6	38	0	0	0	2	2	122



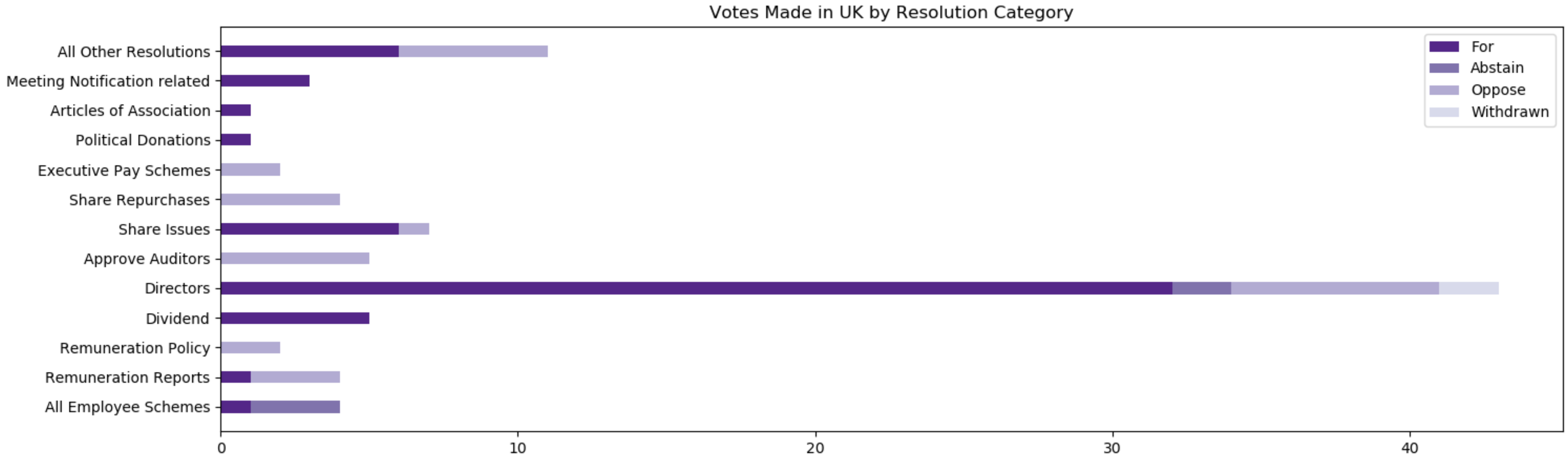
1.4 Votes Made in the Portfolio Per Resolution Category

	Portfolio						
	For	Abstain	Oppose	Non-Voting	Not Supported	Withheld	Withdrawn
All Employee Schemes	0	0	0	0	0	0	0
Annual Reports	2	3	5	0	0	0	0
Articles of Association	1	0	0	0	0	0	0
Auditors	5	0	6	0	0	0	0
Corporate Actions	0	0	0	0	0	0	0
Corporate Donations	1	0	0	0	0	0	0
Debt & Loans	0	0	0	0	0	0	0
Directors	43	2	11	0	0	0	2
Dividend	6	0	0	0	0	0	0
Executive Pay Schemes	0	0	4	0	0	0	0
Miscellaneous	4	0	0	0	0	0	0
NED Fees	0	0	0	0	0	0	0
Non-Voting	0	0	0	0	0	0	0
Say on Pay	0	1	2	0	0	0	0
Share Capital Restructuring	0	0	0	0	0	0	0
Share Issue/Re-purchase	6	0	7	0	0	0	0
Shareholder Resolution	6	0	3	0	0	0	0


Votes Made in Portfolio by Resolution Category
Shareholder Resolution
Share Issue/Re-purchase
Say On Pay
Miscellaneous
Executive Pay Schemes
Dividend
Directors
Corporate Donations
Auditors
Articles of Association
Annual Reports
For
Abstain
Oppose
Withdrawn
0
10
20
30
40
50
60

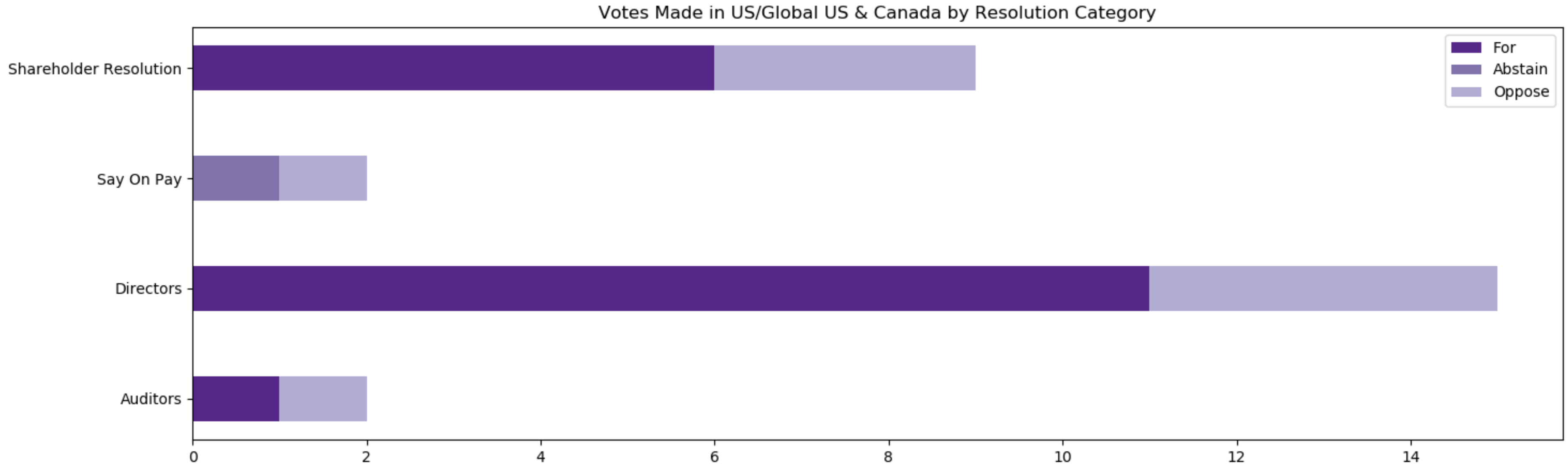
1.5 Votes Made in the UK Per Resolution Category

	UK						
	For	Abstain	Oppose	Non-Voting	Not Supported	Withheld	Withdrawn
Annual Reports	1	3	0	0	0	0	0
Remuneration Reports	1	0	3	0	0	0	0
Remuneration Policy	0	0	2	0	0	0	0
Dividend	5	0	0	0	0	0	0
Directors	32	2	7	0	0	0	2
Approve Auditors	0	0	5	0	0	0	0
Share Issues	6	0	1	0	0	0	0
Share Repurchases	0	0	4	0	0	0	0
Executive Pay Schemes	0	0	2	0	0	0	0
All-Employee Schemes	0	0	0	0	0	0	0
Political Donations	1	0	0	0	0	0	0
Articles of Association	1	0	0	0	0	0	0
Mergers/Corporate Actions	0	0	0	0	0	0	0
Meeting Notification related	3	0	0	0	0	0	0
All Other Resolutions	6	0	5	0	0	0	0
Shareholder Resolution	0	0	0	0	0	0	0


Votes Made in UK by Resolution Category
For
Abstain
Oppose
Withdrawn
All Other Resolutions
Meeting Notification related
Articles of Association
Political Donations
Executive Pay Schemes
Share Repurchases
Share Issues
Approve Auditors
Directors
Dividend
Remuneration Policy
Remuneration Reports
All Employee Schemes
0
10
20
30
40

1.6 Votes Made in the US/Global US & Canada Per Resolution Category

	US/Global US & Canada						
	For	Abstain	Oppose	Non-Voting	Not Supported	Withheld	Withdrawn
All Employee Schemes	0	0	0	0	0	0	0
Annual Reports	0	0	0	0	0	0	0
Articles of Association	0	0	0	0	0	0	0
Auditors	1	0	1	0	0	0	0
Corporate Actions	0	0	0	0	0	0	0
Corporate Donations	0	0	0	0	0	0	0
Debt & Loans	0	0	0	0	0	0	0
Directors	11	0	4	0	0	0	0
Dividend	0	0	0	0	0	0	0
Executive Pay Schemes	0	0	0	0	0	0	0
Miscellaneous	0	0	0	0	0	0	0
NED Fees	0	0	0	0	0	0	0
Non-Voting	0	0	0	0	0	0	0
Say on Pay	0	1	1	0	0	0	0
Share Capital Restructuring	0	0	0	0	0	0	0
Share Issue/Re-purchase	0	0	0	0	0	0	0


Votes Made in US/Global US & Canada by Resolution Category
For
Abstain
Oppose
Shareholder Resolution
Say On Pay
Directors
Auditors
0
2
4
6
8
10
12
14

1.7 Shareholder Votes Made in the US Per Resolution Category

	US/Global US and Canada						
	For	Abstain	Oppose	Non-Voting	Not Supported	Withheld	Withdrawn
Social Policy							
Political Spending/Lobbying	0	1	0	0	0	0	0
Human Rights	0	1	0	0	0	0	0
Employment Rights	0	0	0	0	2	0	0
Corporate Governance							
Other	0	1	0	0	0	0	0

1.8 Votes Made in the EU & Global EU Per Resolution Category

	EU & Global EU						
	For	Abstain	Oppose	Non-Voting	Not Supported	Withheld	Withdrawn
All Employee Schemes	0	0	0	0	0	0	0
Annual Reports	0	0	0	0	0	0	0
Articles of Association	0	0	0	0	0	0	0
Auditors	0	0	0	0	0	0	0
Corporate Actions	0	0	0	0	0	0	0
Corporate Donations	0	0	0	0	0	0	0
Debt & Loans	0	0	0	0	0	0	0
Directors	0	0	0	0	0	0	0
Dividend	0	0	0	0	0	0	0
Executive Pay Schemes	0	0	0	0	0	0	0
Miscellaneous	0	0	0	0	0	0	0
NED Fees	0	0	0	0	0	0	0
Non-Voting	0	0	0	0	0	0	0
Say on Pay	0	0	0	0	0	0	0
Share Capital Restructuring	0	0	0	0	0	0	0
Share Issue/Re-purchase	0	0	0	0	0	0	0
Shareholder Resolution	0	0	0	0	0	0	0

1.9 Votes Made in the Global Markets Per Resolution Category

	Global Markets						
	For	Abstain	Oppose	Non-Voting	Not Supported	Withheld	Withdrawn
All Employee Schemes	0	0	0	0	0	0	0
Annual Reports	0	0	0	0	0	0	0
Articles of Association	0	0	0	0	0	0	0
Auditors	0	0	0	0	0	0	0
Corporate Actions	0	0	0	0	0	0	0
Corporate Donations	0	0	0	0	0	0	0
Debt & Loans	0	0	0	0	0	0	0
Directors	0	0	0	0	0	0	0
Dividend	0	0	0	0	0	0	0
Executive Pay Schemes	0	0	0	0	0	0	0
Miscellaneous	0	0	0	0	0	0	0
NED Fees	0	0	0	0	0	0	0
Non-Voting	0	0	0	0	0	0	0
Say on Pay	0	0	0	0	0	0	0
Share Capital Restructuring	0	0	0	0	0	0	0
Share Issue/Re-purchase	0	0	0	0	0	0	0
Shareholder Resolution	0	0	0	0	0	0	0

1.10 Geographic Breakdown of Meetings All Supported

SZ

Meetings	All For	AGM	EGM
0	0	0	0

AS

Meetings	All For	AGM	EGM
0	0	0	0

UK

Meetings	All For	AGM	EGM
9	4	0	4

EU

Meetings	All For	AGM	EGM
0	0	0	0

SA

Meetings	All For	AGM	EGM
0	0	0	0

GL

Meetings	All For	AGM	EGM
0	0	0	0

JP

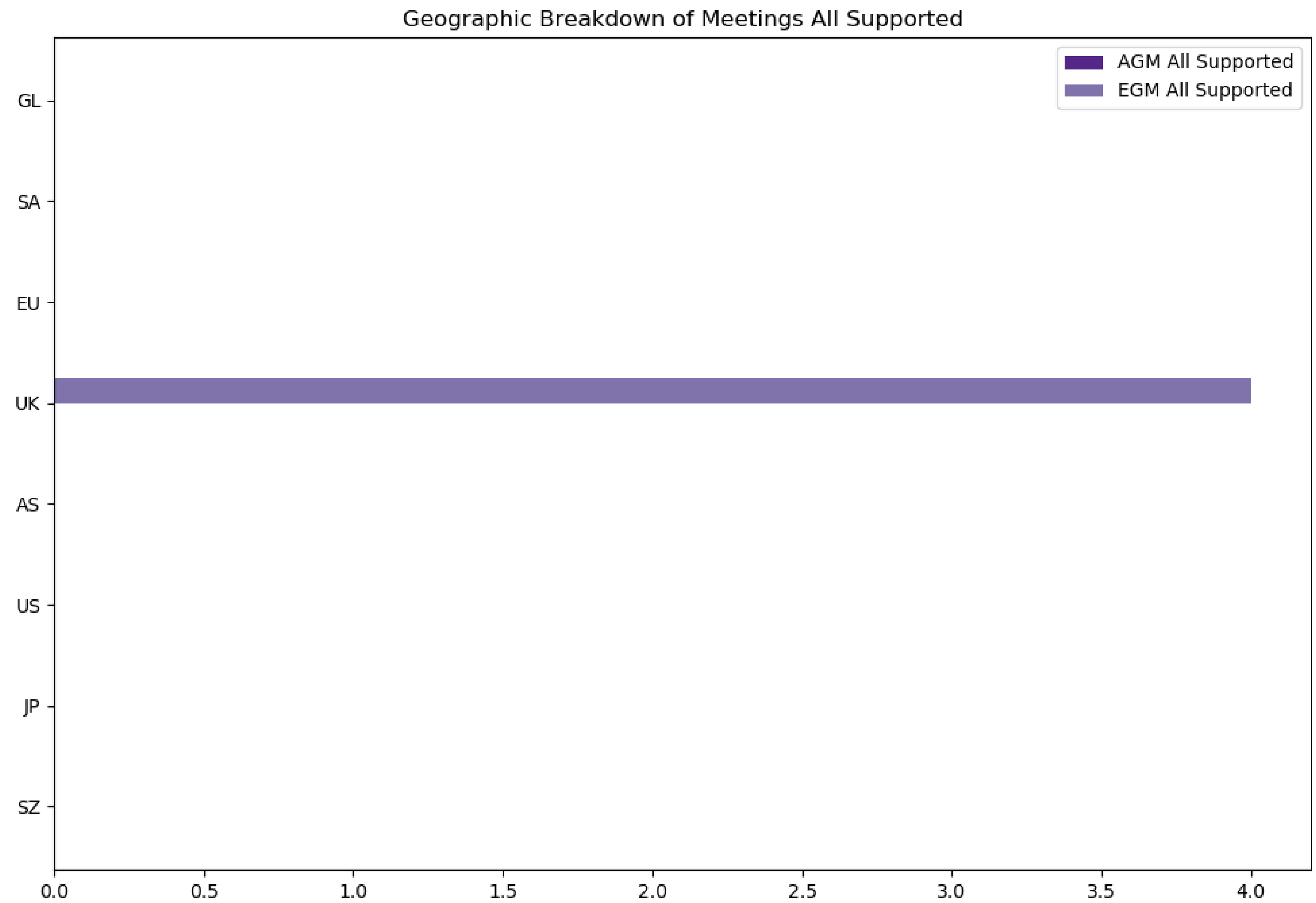
Meetings	All For	AGM	EGM
0	0	0	0

US

Meetings	All For	AGM	EGM
2	0	0	0

TOTAL

Meetings	All For	AGM	EGM
11	4	0	4


Geographic Breakdown of Meetings All Supported
AGM All Supported
EGM All Supported
GL
SA
EU
UK
AS
US
JP
SZ
0.0
0.5
1.0
1.5
2.0
2.5
3.0
3.5
4.0

1.11 List of all meetings voted

Company	Meeting Date	Type	Resolutions	For	Abstain	Oppose
ABCAM PLC	06-11-2023	COURT	1	1	0	0
ABCAM PLC	06-11-2023	EGM	1	1	0	0
TRAINLINE PLC	21-11-2023	EGM	1	1	0	0
GENUS PLC	22-11-2023	AGM	19	10	1	8
RENISHAW PLC	29-11-2023	AGM	16	9	1	6
AFFIRM HOLDINGS INC	04-12-2023	AGM	5	3	1	1
ATLASSIAN CORPORATION PLC	06-12-2023	AGM	13	9	1	2
MICROSOFT CORPORATION	07-12-2023	AGM	24	15	0	8
HARGREAVES LANSDOWN PLC	08-12-2023	AGM	22	12	2	6
SOFTCAT PLC	13-12-2023	AGM	19	12	0	7
MOLTEN VENTURES PLC	14-12-2023	EGM	1	1	0	0

2 Notable Oppose Vote Results With Analysis

Note: Here a notable vote is one where the Oppose result is at least 10%.

GENUS PLC AGM - 22-11-2023

5. *Re-elect Iain Ferguson - Chair (Non Executive)*
Chair. Independent upon appointment. The Chair is also chairing another company within the FTSE 350 index. It is considered that a chair cannot effectively represent two corporate cultures. The possibility of having to commit additional time to the role in times of crisis is ever present. Given this, a Chair should focus his attention onto the only one FTSE 350 Company.

Vote Cast: *Oppose* Results: For: 89.7, Abstain: 0.0, Oppose/Withhold: 10.3,

RENISHAW PLC AGM - 29-11-2023

5. *Re-elect Sir David McMurtry - Chair (Executive)*
Executive Chair. It is noted that together, with vice-chair John Deer, the director holds 53% of the companies share capital. Both directors received opposition greater than 20% at the previous AGM which the Company has stated is owing to the fact that "governance arrangements do not reflect the expectations of some investors". There is serious risk that matters raised by other shareholders may not be addressed appropriately owing to the fact that two Board members together control more than half of the Company. Furthermore, it is a generally accepted norm of good practice that the Chair of the Board should act with a proper degree of independence from the Company's management team when exercising his or her oversight of the functioning of the Board. Holding an executive position is incompatible with this and a vote to Oppose is recommended.

Vote Cast: *Oppose* Results: For: 68.4, Abstain: 0.4, Oppose/Withhold: 31.1,

6. *Re-elect John Deer - Vice Chair (Non Executive)*
Vice Chair, not considered independent. It is noted that together, with Chair David McMurtry, the director holds 53% of the companies share capital. Both directors received opposition greater than 20% at the previous AGM which the Company has stated is owing to the fact that "governance arrangements do not reflect the expectations of some investors". There is serious risk that matters raised by other shareholders may not be addressed appropriately owing to the fact that two Board members together control more than half of the Company. There is insufficient independent representation on the Board, opposition is recommended.

Vote Cast: *Oppose* Results: For: 71.2, Abstain: 0.4, Oppose/Withhold: 28.3,

MICROSOFT CORPORATION AGM - 07-12-2023

5.. *Shareholder Resolution: Report on Gender-Based Compensation and Benefit Gaps*
Proponent's argument: The National Legal and Policy Centre proposes that "Microsoft report on median compensation and benefits gaps across gender as they address reproductive and gender dysphoria care, including associated policy, reputational, competitive, operational and litigative risks, and risks related to recruiting

and retaining diverse talent. The report should be prepared at reasonable cost, omitting proprietary information, litigation strategy and legal compliance information." The Shareholder cites that "there is significant expense both in aborting and in raising children, yet Microsoft Corporation (the "Company") incentivizes the former with a subsidy and discourages the latter with no subsidy... such policies have significant societal, operational, reputational, and competitive risks, and risks related to recruiting and retaining diverse talent. Similarly, the Company provides health benefits to employees who suffer gender dysphoria/confusion, and who seek medical, chemical, and/or surgical treatments to aid their "transition" to their non-biological sex... Rather than resolve mental health problems, such "gender affirming" care instead often exacerbates them. In such instances, patients who desire to "de-transition" cannot find medical or insurance coverage that they need. Many of these sufferers litigate against those who misled or mistreated them regarding the necessity and alleged "success" of "transition" therapies.
Company's response: The board recommended a vote against this proposal. "The proponent requests Microsoft report on median compensation and benefits gaps across gender "as they address reproductive and gender dysphoria care." Microsoft already provides pay equity and median gender and racial pay gap reporting. Based on the language of the proposal, the request for additional reporting appears to stem from animosity towards certain reproductive and gender-related health benefits... employee benefits include but are not limited to health care benefits. Far from the assertions raised in the proposal, Microsoft offers comprehensive health and wellbeing benefits for families such as paid vacation, paid sick leave, paid time off for new parents, fertility, adoption and surrogacy assistance, birthing, doula and postpartum support, caregiver leave, subsidized childcare, and more. Indeed, Microsoft places enough importance on the business benefits of paid parental leave that in 2018 [the Company] launched a new policy to ensure U.S. suppliers offer their employees a minimum of 12 weeks paid parental leave for their employees doing significant work for Microsoft [and] Microsoft will continue to lawfully support employees and their enrolled dependents in accessing critical healthcare regardless of where they live across the U.S., which includes travel expense assistance for lawful medical services where access to care is limited in availability in an employee's home geographic region."
PIRC analysis: The requested disclosure on the median compensation and benefit gaps appears to be a spoiler resolution to prevent other shareholders from filing resolutions regarding the company's policies in regards to gender diversity and health policies at the company that would help women exercise their reproductive rights in states where these are not provided for by state laws. The UN High Commissioner for Human rights stated that human rights bodies have characterized restrictive abortion laws as a form of discrimination against women, and that treaty body jurisprudence has indicated that denying women access to abortion can amount to violations of the rights to health, privacy and, in certain cases, the right to be free from cruel, inhumane and degrading treatment (updated in 2020). In sum, this proposal seemingly does not aim at promoting transparency and accountability around the potential benefits of diversity and a body rights culture at the company., where women would suffer a higher toll. Opposition is thus recommended.

Vote Cast: *Oppose* Results: For: 1.0, Abstain: 0.9, Oppose/Withhold: 98.1,

6.. *Shareholder Resolution: Report on Risk from Omitting Ideology in EEO Policy*
Proponent's argument: The National Centre for Public Policy Research proposes that Microsoft " issue a public report detailing the potential risks associated with omitting "viewpoint" and "ideology" from its written equal employment opportunity (EEO) policy. The report should be available within a reasonable timeframe, prepared at a reasonable expense and omit proprietary information... Microsoft's lack of a company-wide best practice EEO policy sends mixed signals to company employees and prospective employees and calls into question the extent to which individuals are protected due to inconsistent state policies and the absence of a relevant federal protection. Approximately half of Americans live and work in a jurisdiction with no legal protections if their employer takes action against them for their political activities or discriminates on the basis of viewpoint in the workplace. Companies with inclusive policies are better able to recruit the most talented employees from a broad labour pool, resolve complaints internally to avoid costly litigation or reputational damage, and minimize employee turnover. Moreover, inclusive policies contribute to more efficient human capital management by eliminating the need to maintain different policies in different locations. There is ample evidence that individuals with conservative viewpoints may face discrimination at Microsoft. Presently, shareholders are unable to evaluate how Microsoft prevents discrimination towards employees based on their ideology or viewpoint, mitigates employee concerns of potential discrimination, and ensures a respectful and supportive work atmosphere that bolsters employee performance. Without an inclusive EEO policy, Microsoft may be sacrificing competitive advantages relative to peers while simultaneously increasing company and shareholder exposure to reputational and financial risks." The Shareholder recommends "that the report evaluate risks including, but not

limited to, negative effects on employee hiring and retention, as well as litigation risks from conflicting state and company antidiscrimination policies."
Company's response: The board recommended a vote against this proposal. "The requested report is unnecessary because of Microsoft's existing commitments to inclusion and specific protection for diverse political affiliations under our Equal Employment Opportunity ("EEO") Policy. [Microsoft are] committed to a work environment that empowers everyone to do their best work. Per Microsoft's Standards of Business Conduct ("Trust Code"), employees are expected to treat others with dignity and respect. This Trust Code specifically prohibits harassment or discrimination on the basis of political affiliation... Microsoft provides training on harassment and discrimination issues, including information on how to report concerns. Employees who have experienced and/or witnessed behaviours that could be harassment or discrimination are encouraged to promptly report the behaviour through one or more of several channels, including anonymous channels... Microsoft takes all employee concerns seriously. Microsoft investigates complaints of harassment and discrimination, in a fair, timely, and thorough manner through a dedicated Workplace Investigations Team (WIT). WIT reviews relevant information and reaches reasonable conclusions based on the evidence. Microsoft will take appropriate disciplinary and/or other appropriate action when it determines the EEO Policy has been violated.
PIRC analysis: The potential benefits of diversity lie in widening the perspectives on business issues brought to bear on innovation, avoiding too great a similarity of attitude and helping companies understand their customers, marketplace, supply chain and workforces. Disclosure of a policy to improve diversity and goals that have been set to meet this policy also reassures shareholders that a diverse workforce is not just an aspiration but a goal. However, this resolution has been filed as a spoiler resolution to prevent other shareholders from filing resolutions regarding the company's workforce diversity and focuses on ideological diversity with the clear intent to ensure that conservative views are represented in the workforce as well as so-called liberal perspectives. While there is nothing inherently wrong about the proponents request for political and ideological tolerance, the requested report is too one-sided to provide any real benefit to shareholders. For these reasons, a vote against the resolution is recommended.

Vote Cast: *Oppose* Results: For: 0.8, Abstain: 0.9, Oppose/Withhold: 98.3,

7.. *Shareholder Resolution: Report on Government Takedown Requests*
Proponent's argument: Martin Matthew Guldner proposes that Microsoft "provide a report, published on the company's website and updated semi-annually – and omitting proprietary information and at reasonable cost – that specifies the Company's policy in responding to requests to remove or take down content, or content-producing entities, from LinkedIn or other platforms by the Executive Office of the President, Members of Congress, or any other agency or entity of the United States Government. This report shall also include an itemized listing of such take-down requests, including the name and title of the official making the request; the nature and scope of the request; the date of the request; the outcome of the request; and a reason or rationale for the Company's response, or lack thereof... In Bantam Books, Inc. vs. Sullivan (1963), and in other cases, the Supreme Court of the United States has ruled that private entities may not engage in suppression of speech at the behest of government, as it has the same effect as direct government censorship... Dr. Robert Malone, M.D., M.S., the inventor of mRNA vaccine technology saw his LinkedIn account (a subsidiary of Microsoft Inc.) restricted and later reinstated for violating LinkedIn's user agreement because he posted "misleading or inaccurate information" about vaccines and COVID-19. United States Republican 2024 presidential candidate Vivek Ramaswamy said in May 2023 his LinkedIn account (a subsidiary of Microsoft Inc.) was restricted for sharing content that contains misleading or inaccurate information and later reinstated the same day. Shareholders need to know whether the Company cooperates with government officials engaged in unconstitutional censorship, opening the Company to liability claims by victims. to know whether the Company fails to disclose these potential liabilities as material risks in its public filings."
Company's response: The board recommended a vote against this proposal. "This proposal is unnecessary because Microsoft and LinkedIn both already provide semi-annual reports on Government Content Removal Requests and explain the principles and process used to evaluate and respond to such requests. These reports already cover the types of requests raised as a concern in the proposal. There are very few such requests disclosed for the United States because LinkedIn and Microsoft have not historically or recently received the types of requests the proposal raises as a concern. Microsoft issues a Content Removal Requests Report that covers government content removal requests related to Microsoft's consumer online services (e.g., Bing, Bing Ads, OneDrive, and MSN.) The report also details Microsoft's approach to responding to government takedown requests... LinkedIn has issued reports on Government Content Removal Requests since 2018, which are updated twice yearly. Over that five-year period, the reports indicate LinkedIn received and acted on a total of two content removal requests in the U.S. The types

of requests from federal officials and agencies specified in this proposal fall into the scope of this reporting. Reporting of government take down requests in the U.S. also includes requests from non-federal sources, such as state attorneys general or other state regulatory agencies seeking removal of fraudulent or illegal activities."
PIRC analysis: The proposal does not request the company to consult with technology and civil liberties experts and civil and human rights advocates to assess the level of risk of misrepresenting facts and allowing or even inciting misinformation by its platform being used by any customer. Rather, the proponent appears to consider that misinformation (such as denying the reality of anthropogenic global warming, or that of the COVID pandemic) should be treated with the same dignity of scientific and fact-based information, on the basis of a flawed assumption of freedom of expression. Research has shown that misinformation has deep impact across society as a whole and appear to be tied to lower-income section of society. This proposal seemingly aims to ensure that misinformed views are represented on the platform, as opposed to promoting transparency and accountability around the potential benefits of diversity and requesting transparency over the financial impact from these issues, avoid any suspicion and any damage that may cause to the company's reputation, or that the company may adopt a conduct different from what it has committed to. Opposition is thus recommended.

Vote Cast: *Oppose* Results: For: 1.8, Abstain: 1.3, Oppose/Withhold: 96.9,

8.. *Shareholder Resolution: Report on Risks of Weapons Development*
Proponent's argument: Harrington Investments Inc propose that Microsoft "issue an independent, third-party report, at reasonable expense and excluding proprietary information, to assess the reputational and financial risks to the company for being identified as a company involved in the development of weapons used by the military for training and/or combat purposes. Microsoft (MSFT) developed an augmented reality headset to provide night vision, thermal sensing, and monitoring of vital signs, initially intended for gaming purposes, then the US Army adapted this product to be used for military training and combat. In March 2021,[the] Company was awarded a $479 million Integrated Visual Augmentation System (IVAS) contract with the US Department of the Army. This later became a $22 billion contract for a semi-custom version of IVAS to rapidly develop, test, and manufacture a single platform that soldiers can use to fight, rehearse, and train that provides increased lethality, mobility, and situational awareness necessary to achieve overmatch against current and future adversaries. In 2019, amidst the contract negotiation with the military, MSFT employees pushed back in a letter to the Company stating they "do not want to become war profiteers" and they "did not sign up to develop weapons" and "demand a say in how our work is used. Further revelations surrounding the problematic nature are noted as Lawmakers cited concerns over the HoloLens 2-based device's field tests, where the headset struggled with environmental, sight calibration, and other issues. Device assessments also explained how the headset led to soldier "impairments" such as motion sickness, headaches, and other concerns. Involvement in the development of weapons poses a serious risk to a company's reputation, especially for investors and stakeholders."
Company's response: The board recommended a vote against this proposal. "Microsoft has worked with the U.S. Department of Defense on a long-standing and reliable basis for over four decades... Microsoft technology [is found] throughout the United States military, helping power its front office, field operations, bases, ships, aircraft, and training facilities. As Microsoft bid on some significant new military contracts over the past several years, Microsoft's Senior Leadership Team deliberated and made a principled decision that [they were] not going to withhold technology from institutions that have [been] elected in democracies... As technologies evolve and new capabilities emerge, [Microsoft] remain committed to ensuring that our military is at the forefront of that technology. [Microsoft will] be proactive in working to address the ethical issues that new technology creates for the military. In a democratic country like the United States, where the military is accountable to civilian authorities... to address this is not to withhold technology but rather to engage in discussions with the country's institutions, including testimony before Congress, engagement with the Executive Branch, and the military itself. Microsoft has been open about its principled approach to pursuing the military contracts cited in this proposal and [its] broader work with the United States military and worked to help inform discussions about ethical uses of our technologies. The third-party assessment this proposal calls for is [not] necessary to continue [the Company's] thoughtful approach.
PIRC analysis: The company's provision of products linked to the development of weapons used by the military for training and/or combat purposes may carry exposure to reputational risks and the consequent financial ones from customer boycott. Concerns over new tools for warfare that are based on artificial intelligence have linked these products to racial bias and human rights risks. The proposal does not request an outright ban on sales of these products either to the government or to governments representing repressive regimes.

Vote Cast: *For* Results: For: 15.0, Abstain: 1.3, Oppose/Withhold: 83.7,

9.. *Shareholder Resolution: Report on Climate Risks to Retirement Plan Beneficiaries*

Proponent's argument: As You Sow proposes that "Microsoft publish a report, at reasonable expense and omitting confidential information, disclosing how the Company is protecting Plan beneficiaries with a longer investment time horizon from the increased future portfolio risk created by present-day investments in high-carbon companies... Climate change poses a growing, systemic risk to the economy. If global climate goals are not met, workers face the likelihood of significant negative impacts to their retirement portfolios. Swiss Re estimates a 4% decline in global GDP by 2050 if global temperature increases are kept below two degrees Celsius but up to an 18% decline without effective mitigation... Microsoft offers plan participants BlackRock LifePath funds, which collectively hold the largest segment – 26% – of Plan assets. These target retirement funds invest significantly in fossil fuel companies and companies contributing to deforestation. By investing employees' retirement savings in companies with outsized contributions to climate change, Microsoft is generating climate risk in workers' portfolios... The Plan's fiduciaries must act in the best interest of their beneficiaries by considering all material risk, including climate risk, which the federal government has recently clarified is an appropriate consideration for fiduciaries... Microsoft's current 401(k) options risk compromising its obligation to select retirement plan investment options in the best interests of its plan participants, particularly those with retirement dates more than a decade out...Given the threat that climate change poses to employees' life savings, our Company can help ensure employee loyalty and satisfaction, and demonstrate that it is actively safeguarding all employees' retirement savings by minimizing climate risk in its Plan offerings."

Company's response: The board recommended a vote against this proposal. "Microsoft's 401(k) plan is overseen by a management-level fiduciary committee, which utilizes several investment advisors, including a third-party fiduciary investment consultant... Almost all participants in the plan are required to affirmatively elect their own investments amongst a broad range of diverse strategies. Indeed, as the proposal itself acknowledges, the vast majority of plan assets currently are not invested in the BlackRock LifePath funds... Of note, nearly all of the investment managers for funds offered in the Microsoft 401(k) plan's core lineup are signatories to the UN Principles on Responsible Investment, and all plan investments already incorporate ESG factors into their investment process and practices, to varying extents...In summary, the Microsoft 401(k) plan offers participants a broad range of core investment options in accordance with prevailing ERISA fiduciary standards, and all investment managers for those offerings analyze ESG factors in their investment process and practices. The plan also allows participants to choose from a wide range of other investment alternatives...The proposal does not account for the current operations of the Microsoft 401(k) plan or the strict fiduciary framework under ERISA. Moreover, the requested report would require an unnecessary expenditure of company resources, and would not affect the menu of funds actually available for selection in the plan."

PIRC analysis: It is considered that shareholders should be focused on long-term value creation. Ignoring the potential long-term costs of ignoring climate change as part of the investment strategy of the company's retirement plan is not considered to be in the best interests of its employees. Fossil fuels financing is risky, with records of several human rights and environmental violations and returns that can pay out only years after the initial expensive investment. Although some case studies show that pension funds are getting increasingly involved in the energy transition, most of the financial system as a whole is still oriented mainly towards financing the linear economy when not directly fossil fuel enterprises. Nevertheless, retail investors such as the beneficiaries from the company's retirement plan are increasingly reported to feel that brands have a responsibility to take care of the planet, and UN's Business and Sustainable Development Commission issued a forecast where sustainability is mentioned as to be worth at least USD 12 trillion a year by 2030 to businesses. As such, financing the energy transition could be indeed an opportunity especially for pension funds, where the size of a greener economy (directly related to the availability of financing for those projects) and the long term would meet.

Vote Cast: *For* Results: For: 8.8, Abstain: 1.4, Oppose/Withhold: 89.8,

10.. *Shareholder Resolution: Report on Tax Transparency*

Proponent's argument: AkademikerPension propose that "the Board of Directors issue a tax transparency report to shareholders, at reasonable expense and excluding confidential information, prepared in consideration of the indicators and guidelines set forth in the Global Reporting Initiative's (GRI) Tax Standard. Profit

shifting by corporations is estimated to cost the US government $70 – 100 billion annually. Globally, the OECD estimates revenue losses of $100 – 240 billion. The PRI, representing investors with $89 trillion assets under management, states that tax avoidance is key driver of global inequality... The proposed Disclosure of Tax Havens and Offshoring Act will require public country-by-country reporting (CbCR) of financial (including tax) data by SEC-registered companies. Currently, Microsoft does not disclose revenues or profits in non-US markets, and foreign tax payments are not disaggregated, challenging investors' ability to evaluate the risks to our company of taxation reforms, or whether Microsoft is engaged in responsible tax practices that ensure long term value creation for the company and the communities in which it operates. Microsoft's approach to taxation has been repeatedly challenged by tax authorities globally. In 2020, an Irish subsidiary recorded profits of $315 billion, despite having no employees. This proposal would bring [the] company's disclosures in line with leading companies who already report using the Tax Standard."
Company's response: The board recommended a vote against this proposal. "The tax transparency report the proposal requests is unnecessary because [the Company] provides abundant disclosure about [its] tax situation in multiple jurisdictions through existing frameworks...[Microsoft] complies with the tax laws in every jurisdiction. As provided in its charter, the Audit Committee of the Microsoft Board of Directors oversees tax strategy and compliance, reviewing with management the Company's tax-related policies and processes. This includes regular reports on tax compliance, tax reform initiatives, and other developments in the U.S. and worldwide... Fifty-One Microsoft subsidiaries currently file statutory reports which are publicly available. Microsoft also publishes tax strategy statements as required in the United Kingdom, Poland, and Singapore which set out our approach to managing the Company's tax affairs. In addition, Microsoft currently provides annual country-by-country reports on a confidential basis to tax authorities as agreed by countries participating in the Organization for Economic Cooperation & Development ("OECD"). These reports include specific tax information by country and are shared among tax authorities providing them with information to undertake a high-level risk assessment of [the Company's] tax affairs. Confidentiality of this information and sharing only through information exchange networks established by treaty was key to the multinational OECD agreement, due to its competitively sensitive nature and the need to ensure appropriate use by treaty and information exchange partners. It would be premature to adopt this voluntary standard in advance of the forthcoming public country-by-country reporting in the European Union and emerging decisions from the OECD noted above.
PIRC analysis: This proposal is calling for disclosures that are aligned to an established reporting framework and is considered to be in line with the tax framework contained in overseas regulatory settings, like the European Union Shareholders Rights Directive. This proposal reflects a growing trend towards providing more detailed tax information on each jurisdiction where a multinational operates. It is considered that the Company should pursue to pay taxes where its businesses are located, not where they can gain the most advantageous fiscal treatment. Tax planning is considered to be a board responsibility and a core governance issue, as such this proposal will bring improvements to an existing field of work for the board. The resolution is not unduly prescriptive and it is considered beneficial for management and shareholders to look at data from a local-global perspective, allowing to act on local potential flaws within the company's global strategy. Support is recommended.

Vote Cast: *For* Results: For: 21.1, Abstain: 0.7, Oppose/Withhold: 78.2,

11.. *Shareholder Resolution: Report on Data Operations in Human Rights Hotspots*
Proponent's argument: Eko proposes that the Board of Directors commission a report assessing the implications of siting Microsoft cloud data centers in countries of significant human rights concern, and the Company's strategies for mitigating these impacts. "Shareholders are concerned by Microsoft's announced plans to expand data center operations to locations identified by the US State Department's Country Reports on Human Rights Practices as presenting significant human rights challenges, in particular the plan to locate a Microsoft data center in Saudi Arabia. The State Department report details the highly restrictive Saudi control of all internet activities and pervasive government surveillance, arrest, and prosecution of online activity. Saudi authorities have even recruited spies inside US Twitter operations to extract personal information and spy on private communications of exiled Saudi activists "with one such operative recently convicted in federal court of spying for Saudi Arabia... the Saudi government's laws and cloud computing regulations are in no way aligned with international human rights standards. Anti-cybercrime and data protection laws severely undermine the right to privacy, enable unchecked state surveillance, and empower Saudi state agencies to access data allowing for a sweeping crackdown on online expression. The company has provided no evidence that it has conducted a human rights impact assessment, or engaged impacted stakeholders as required under the United Nations Guiding Principles on Business and Human Rights (UNGPs). There has been no disclosure of an assessment or mitigation plans. The company's decisions to locate cloud data centers in human rights hot spots occur behind closed doors, without transparency. A report sufficient

to fulfil the proposal's essential objectives would examine the scope, implementation, and robustness of the company's human rights due diligence processes on siting of cloud computing operations."

Company's response: The board recommended a vote against this proposal. "The requested report is not necessary because of Microsoft's articulated human rights commitments, due diligence processes, and ongoing public reporting on human rights... For context, the world is embracing digital technologies and expressing the need for Microsoft and other companies to expand availability of cloud computing platforms and technologies across the globe. Customer demand, especially on the part of multinational enterprises, engineering constraints, and regulatory requirements are all driving the establishment and operation of data centers in more countries around the world. Microsoft seeks to operate responsibly and in accordance with [its] global commitment to respect human rights and the rule of law. When considering expansion of [its] data center footprint to new countries [the Company conducts] due diligence to assess the impact of our technologies on human rights, looking to international principles and norms such as the UN Guiding Principles on Business and Human Rights... Data center risk mitigation measures typically take any or all of three forms: exclusion of specific types of services (e.g., consumer services), technologies (e.g., facial recognition technology), and/or specific types of customers (e.g., law enforcement agencies). Microsoft followed this process in evaluating the establishment of a new cloud data center region in Saudi Arabia and determining it could be operated in a way consistent with Microsoft's commitment to protecting fundamental rights and focus on responsible cloud practices... [the Company] will continue to conduct due diligence to assess the impact of technologies on human rights, engage and learn from stakeholders, and model responsible business practices and respect for human rights."

PIRC analysis: A report on the human rights impact of the company's operations that may be potentially complicit in human rights abuses is in shareholders' interests both as a means of informing shareholders of potential risks and opportunities faced by the company and as a means of ensuring that the management and board of a company gives due consideration to these issues. The company's response does not seem to address the major issue from this shareholder proposal. The production of this transparency report is considered to be reasonable and in best interest from shareholders. While the company states that it prefers engagement and advocacy over abandoning markets, it is also considered that it would be beneficial for company, management and shareholders to receive a report which could deliver on the potential reputational damage from investing in countries where the government may be complicit in human rights abuses.

Vote Cast: *For* Results: For: 32.9, Abstain: 1.9, Oppose/Withhold: 65.2,

12.. *Shareholder Resolution: Mandate for Third-Party Political Reporting*

Proponent's argument: Tulipshare Capital LLC propose that the Company adopt a policy requiring that, prior to making a donation or expenditure that supports the political activities of any trade association, social welfare organization, or entity established and operated primarily to engage in political activities, Microsoft will require that the organization reports, at least annually, the organization's expenditures for political activities, including the amount spent and the recipient, and that each such report be posted on Microsoft's website. "Investors support transparency and accountability in corporate electoral spending, including indirect political spending. Misaligned or non-transparent funding creates reputational and legal risk that can harm the Company and its investors. Unless a company knows which candidates and political causes its funds support, it cannot assure investors that its spending aligns with values, business objectives, and policy positions. Microsoft's 2022 public policy agenda asserts the Company's support for fundamental rights of people. Following the repeal of Roe v. Wade, Microsoft stated that it will continue supporting employees in accessing critical healthcare like abortion. However, according to data from the Center for Political Accountability, since 2010 Microsoft has donated 3 million dollars to Republican groups (such groups have successfully campaigned to ban nearly all abortions in fifteen states)...[the Shareholder] urges Microsoft to mandate reports from third-party groups receiving Microsoft political money."

Company's response: The board recommended a vote against this proposal. "The requested report is unnecessary because of Microsoft's long track record of meeting best practices for disclosure on public policy engagement broadly and specifically around transparency and alignment related to trade associations and political groups. Microsoft has been recognized for its leadership on transparency around its engagement in the policy process including Political Action Committee contributions and lobbying expenditures through rankings such as the Center for Political Accountability-Zicklin Index...Microsoft has adopted Principles for Engagement in the Public Policy Process in the United States. These principles address issues specific to the U.S. political and fundraising system and include commitments to go well beyond legally required disclosures... Microsoft is a member of various industry and trade groups that represent both the tech industry and the business community at large to bring about consensus on broad policy issues that can impact Microsoft's business objectives. From a governance and alignment perspective, the Environmental, Social, and Public Policy Committee of Microsoft's Board of Directors is responsible for overseeing many of [the] environmental and social commitments and is also responsible for overseeing public policy agenda, position on significant public policy matters, and the Company's government relations activities and political activities and expenditures. Given [the] robust political disclosures and the focus on trade associations within [the Company's] lobbying alignment report, [it is not] practical or necessary for Microsoft to seek to impose reporting requirements on trade associations or political groups that we may work with.

PIRC analysis: The transparency and completeness of the company's reporting on political spending is to the benefit of the company and its shareholders. As reputational risk is increasingly under scrutiny from shareholders and stakeholders and the financial impact from non-traditionally financial issues is becoming more evident, companies are expected to show that they live up to their policy, strategy and commitments, as well as to be open about political spending, in order to avoid any suspicion and any damage that may cause to the company's reputation, that the company may be using shareholders' funds in an inappropriate way to gain undue influence, or that the company may adopt a conduct different from what it commits to. The request for a report is considered reasonable and a vote for the resolution is recommended.

Vote Cast: *For* Results: For: 5.3, Abstain: 1.2, Oppose/Withhold: 93.5,

13.. *Shareholder Resolution: Report on AI Misinformation and Disinformation*

Proponent's argument: Arjuna Capital propose that the Board issue a report, at reasonable cost, omitting proprietary or legally privileged information, to be published within one year of the Annual Meeting and updated annually thereafter, assessing the risks to the Company's operations and finances as well as risks to public welfare presented by the company's role in facilitating misinformation and disinformation disseminated or generated via artificial intelligence, and what steps, if any, the company plans to remediate those harms, and the effectiveness of such efforts. "There is widespread concern that generative Artificial Intelligence (AI) – as exemplified by Microsoft's ChatGPT – may dramatically increase misinformation and disinformation globally, posing serious threats to democracy and democratic principles... Microsoft has reportedly invested over 13 billion dollars in OpenAI, and has integrated ChatGPT in its Bing search engine and other products... The Guardian reported that "ChatGPT is making up fake Guardian articles." Microsoft itself states: "Bing will sometimes misrepresent the information it finds, and you may see responses that sound convincing but are incomplete, inaccurate, or inappropriate." Tests by NewsGuard found ChatGPT technology could be the most powerful tool in widely spreading misinformation... Shareholders are concerned that ChatGPT presents Microsoft with significant legal, financial and reputational risk. Many legal experts believe technology companies' liability shield provided under Section 230 of the Communications Decency Act may not apply to content generated by ChatGPT... In March, Microsoft eliminated its entire AI ethics and society team. Employees expressed concern that this leaves Microsoft without a dedicated team to ensure its AI principles are closely tied to product design."

Company's response: The board recommended a vote against this proposal. "Microsoft's multi-faceted program to address the risks of misinformation and disinformation is longstanding and effective.[Microsoft is] already engaged in multiple different types of public reporting... including those required under the European Union's Code of Practice on Disinformation and the Australian Code of Practice on Disinformation and Misinformation... Microsoft committed to the United States Government in July 2023 that it would prepare a new annual transparency report on its AI governance practices which will cover [the Company's] approach to mitigating the risk of AI-generated misinformation and disinformation. As a result, the additional report requested by the proponent is unnecessary to inform shareholders of [the Company's] approach to managing the risks of misinformation and disinformation, including those related to AI... In July 2022, Microsoft completed the acquisition of Miburo Solutions, a cyber threat analysis and research company specializing in the detection of and response to foreign information influence. This has enabled Microsoft to expand its threat detection and analysis capabilities to shed light on the ways in which foreign actors use information operations in conjunction with cyber-attacks to achieve their objectives... the references to the restructuring of Microsoft's Ethics and Society team in this proposal may leave the impression that Microsoft has de-invested broadly in responsible AI, which is not the case.. Last year [the Company] made critical new investments in the team responsible for Azure OpenAI Service, which includes cutting-edge technology like GPT-4 [and moved] former Ethics & Society team members into those teams."

PIRC analysis: The proponent seeks a full assessment of the risks associated with artificial intelligence and the potential concerns regarding misinformation and disinformation. Ethical management of Artificial Intelligence (AI) is increasingly seen as a material issue in society. Several studies link the use of AI for policing purposes to negatively impact racial equity. Issues resulting from ineffective management of AI-related risks can lead to reputational, compliance and value creation risks. Since the proposal reasonably requests the company to consult with technology and civil liberties experts and civil and human rights advocates to assess the level of risk of misrepresenting facts and allowing or even inciting misinformation by its platform being used by any customer, and the extent to which said product can be used with purposes contrary to human or civil rights. While the company's response indicates that some work has been done in this area, more could be done. As such the request for the assessment appears reasonable. A vote for the proposal is recommended.

Vote Cast: *For* Results: For: 20.9, Abstain: 1.4, Oppose/Withhold: 77.7,

HARGREAVES LANSDOWN PLC AGM - 08-12-2023

11. *Re-elect John Troiano - Non-Executive Director*
Independent Non-Executive Director.

Vote Cast: *For* Results: For: 76.8, Abstain: 0.0, Oppose/Withhold: 23.2,

12. *Re-elect Andrea Blance - Non-Executive Director*
Independent Non-Executive Director.

Vote Cast: *For* Results: For: 75.3, Abstain: 0.7, Oppose/Withhold: 24.0,

13. *Re-elect Moni Mannings - Non-Executive Director*
Independent Non-Executive Director and Chair of the Remuneration Committee. There are serious concerns regarding the implementation of remuneration at the company and it is considered that chair of the remuneration committee should be held accountable for it when considering re-election.

Vote Cast: *Oppose* Results: For: 73.4, Abstain: 0.7, Oppose/Withhold: 25.8,

15. *Re-elect Penelope (Penny) James - Senior Independent Director*
Interim Non-Executive Chair of the Board and Senior Independent Director. As the Company do not have a Board level Sustainability Committee, the Chair of the Board is considered accountable for the Company's sustainability programme. As the Company's sustainability policies and practice are not considered adequate to minimise the material risks linked to sustainability an abstain vote is recommended. Considered independent.

Vote Cast: *Abstain* Results: For: 72.0, Abstain: 0.7, Oppose/Withhold: 27.2,

16. *Re-elect Darren Pope - Non-Executive Director*
Independent Non-Executive Director.

Vote Cast: *For* Results: For: 75.5, Abstain: 0.7, Oppose/Withhold: 23.7,

18. *Authorise Share Repurchase*
The authority is limited to 10% of the Company's issued share capital and will expire at the next AGM. This resolution will not be supported unless the Board has set forth a clear, cogent and compelling case demonstrating how the authority would benefit long-term shareholders. As no clear justification was provided by the Board, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 75.0, Abstain: 0.0, Oppose/Withhold: 25.0,

19. *Issue Shares with Pre-emption Rights*
The authority is limited to 33% of the Company's issued share capital and expires at the next AGM. Within acceptable limits.

Vote Cast: *For* Results: For: 74.8, Abstain: 0.8, Oppose/Withhold: 24.4,

20. *Issue Shares for Cash*
Authority is limited to 5% of the Company's issued share capital and will expire at the next AGM. Within acceptable limits.

Vote Cast: *For* Results: For: 76.6, Abstain: 0.0, Oppose/Withhold: 23.4,

22. *Approval of the Hargreaves Lansdown plc Performance Share Plan (PSP)*
It is proposed to the shareholders to approve the Company's new Performance Share Plan (PSP). The Plan enables the Remuneration Committee to grant nil cost options over ordinary shares to selected executives and employees which vest only if the performance conditions are met over a performance period of 3 years with a two year holding period. Awards may be granted by the Board as: (a) conditional awards of ordinary shares in the Company ("Shares"), (b) options to acquire Shares for nil cost or for a per Share exercise price equal to the nominal value of a Share,(c) options to acquire Shares for a per Share exercise price equal to the market value of a Share at the date of grant of the option on the basis set out below ("tax-qualifying options"), (d) cash-based awards relating to a number of "notional" Shares, although it is intended that awards will be granted in relation to Shares wherever practicable. In this summary, the term "option" refers to nil-cost options, nominal cost options and tax-qualifying options. Unless the Board determines otherwise, the vesting of awards to executive directors must be subject to the satisfaction of a performance condition. The application of performance conditions to awards granted to the Company's executive directors will be consistent with the Company's Directors' Remuneration Policy as approved by shareholders from time to time. Performance conditions will usually be assessed over a period of at least three years.
LTIP schemes are not considered an effective means of incentivising performance and are inherently flawed. There is the risk that they are rewarding volatility rather than the performance of the company. They are acting as a complex and opaque hedge against absolute company underperformance and long-term share price falls. They are also a significant factor in reward for failure.

Vote Cast: *Oppose* Results: For: 73.9, Abstain: 0.8, Oppose/Withhold: 25.3,

SOFTCAT PLC AGM - 13-12-2023

5. *Re-elect Graeme Watt - Chair (Non Executive)*
Chair. The Chair is not considered to be independent as Mr. Watt has been employed by the Company as CEO from April 2018 to 31 July 2023. In addition, it is a generally accepted norm of good practice that a Chair of the Board should act with a proper degree of independence from the Company's management team when

exercising his or her oversight of the functioning of the Board. Being a non-independent Chair is considered to be incompatible with this. Oppose vote is therefore recommended.

Vote Cast: *Oppose* Results: For: 85.4, Abstain: 0.8, Oppose/Withhold: 13.8,

MOLTEN VENTURES PLC EGM - 14-12-2023

1. *Issue Shares with Pre-emption Rights in connection with the Subscription, the Retail Offer and the Offer for Subscription*

Introduction and Background: On 27 November 2023 the Boards of Molten and Forward Partners Group plc have reached agreement on the terms and conditions of a recommended all-share offer pursuant to which Molten will acquire the entire issued and to be issued share capital of Forward Partners. The Company also announced on 27 November 2023 the results of a placing of 16,666,667 Placing Shares and a subscription of 3,703,703 Subscription Shares, each at the Issue Price, raising gross proceeds of GBP 55.0 million. As part of the Fundraise, BlackRock, Forward Partners' largest shareholder agreed to subscribe for up to GBP 25 million worth of New Ordinary Shares and British Patient Capital Limited, a subsidiary of the British Business Bank plc and a current Molten Shareholder, agreed to the conditional subscription of GBP 10 million worth of New Ordinary Shares. In order to ensure all Forward Partners Shareholders (other than Molten itself) have the opportunity to acquire new Molten Shares on the same terms as BlackRock and certain other Forward Partners Shareholders who had the opportunity to participate in the Placing, Molten has agreed to make an offer of new Molten Shares pursuant to the Offer for Subscription at the Issue Price to all Qualifying Forward Partners Shareholders. It is intended that up to 22,941,270 New Ordinary Shares will be issued pursuant to the Issue at a price of GBP 270 pence per New Ordinary Share.

Rationale: It is proposed to the shareholders to approve the issuance of 16,666,667 Placing Shares and 3,703,703 Subscription Shares in connection with the Subscription, the Retail Offer and the Offer for Subscription.

Rationale: The Issue Price represents a discount of approximately 3.4% to the closing mid-market price of GBP 279.6 pence per Ordinary Share on 24 November 2023 and a discount of c.63.3% to the last reported NAV per Ordinary Share (unaudited) as at 30 September 2023 of GBP 735 pence. In setting the Issue Price, the Directors considered the terms by which the New Ordinary Shares needed to be offered to investors to ensure the success of the Fundraise for the benefit of the Company. The Directors believe that both the Issue Price and the discount to NAV are appropriate.

Recommendation: Such proposals are considered on the basis of whether they are deemed fair, whether they have been adequately explained, and whether there is sufficient independent oversight of the recommended proposal. No serious corporate governance concerns have been identified. The Company has disclosed sufficient details of the proposal and there is a sufficient balance of independence on the board in order to grant that the proposal received due independent oversight. Additionally the authority is limited to approximately 13% of the Company's issued share capital, which is within acceptable limits. Overall support is recommended.

Vote Cast: *For* Results: For: 79.6, Abstain: 0.0, Oppose/Withhold: 20.4,

3 Oppose/Abstain Votes With Analysis

GENUS PLC AGM - 22-11-2023

1. *Receive the Annual Report*
The annual report was made available sufficiently before the meeting and has been audited and certified. However, there are concerns surrounding the sustainability policies and practice at the company and the lack of board level accountability for sustainability issues. Therefore, it is considered that the annual report and the financial statements may not accurately reflect the material and financial impact of non-traditional financial risks. These concerns should have been addressed in the annual report submitted to shareholders, however the annual report fails to address these concerns adequately and therefore this resolution cannot be supported.

Vote Cast: *Abstain* Results: For: 97.9, Abstain: 1.6, Oppose/Withhold: 0.4,

2. *Approve the Remuneration Report*
Dividend accrual has been separately categorised which is welcome. Awards granted to Directors under the Company's variable remuneration schemes are considered excessive as they exceeded 200% of base salary during the year under review. The CEO's salary is below the upper quartile of a peer comparator group. The total combined variable reward paid during the year falls below the 200% recommended threshold and is therefore not considered to be overly excessive. The balance of CEO realised pay with financial performance is considered acceptable as the change in CEO total pay over five years is commensurate with the change in TSR over the same period. The ratio of CEO pay compared to that of the average employee falls below the recommended limit of 20:1 and is therefore not considered to be overly excessive.
The expectations for pay schemes for approval for general meetings are: a going rate true market salary, director service contracts approved by vote, a single profit pool to be distributed company wide, exceptional bonuses only and no long-term incentive plans (LTIPs). Executives who are directors have unlimited liability, fiduciary duties and Companies Act s172 and contractual duties. The delivery of objectives covered by these duties should not be additionally rewarded with bonuses or LTIPs but considered part of the job. It is believed that the fallacy of 'alignment' with shareholders needs to be retired. Not only do schemes not align, but executives are employees of the company with duties to it. The duties including the new s172 duties should already set the alignment. It is incongruous to use pay schemes as a vehicle for alternative means of 'alignment' which can actually create a competing set of director 'duties'.

Vote Cast: *Oppose* Results: For: 90.5, Abstain: 2.8, Oppose/Withhold: 6.7,

5. *Re-elect Iain Ferguson - Chair (Non Executive)*
Chair. Independent upon appointment. The Chair is also chairing another company within the FTSE 350 index. It is considered that a chair cannot effectively represent two corporate cultures. The possibility of having to commit additional time to the role in times of crisis is ever present. Given this, a Chair should focus his attention onto the only one FTSE 350 Company.

Vote Cast: *Oppose* Results: For: 89.7, Abstain: 0.0, Oppose/Withhold: 10.3,

10. *Re-appoint Deloitte LLP as auditor of the Company*
Deloitte proposed. No non-audit fees were paid to the auditors in the past three years. This approach is commended. The current auditor has been in place for more than ten years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor. Therefore, opposition is recommended.

Vote Cast: *Oppose* Results: For: 94.3, Abstain: 0.0, Oppose/Withhold: 5.7,

12. *Approve Equity Granted to Jorgen Kokke in compensation for the forfeiture of awards granted to him by his previous employer.*
The Remuneration Committee has determined that it is appropriate to seek shareholder approval of the Buy-Out Awards granted to Jorgen Kokke to enable them to be satisfied using newly issued or, if relevant, treasury shares. Allowing the use of new issue or treasury shares will give the Company greater flexibility in satisfying the Buy-Out Awards and ensures that Company cash need not be used to acquire existing Ordinary Shares in the market to satisfy these awards if it is determined that there are other uses for such cash. The approval of the resolution will provide the Board of Directors the authority to grant to Mr. Jorgen Kokke compensation for the forfeiture of awards granted to him by his previous employer. The proposed award is an additional grant for the newly appointed CEO which in combination with the grants of the Company's remuneration policy is considered excessive. Therefore, opposition is recommended.

Vote Cast: *Oppose* Results: For: 97.9, Abstain: 0.2, Oppose/Withhold: 1.9,

13. *Amend the Company's Performance Share Plan (the PSP)*
It is proposed to the shareholders to approve the amendment of the Company's Performance Share Plan (the PSP). The current terms of the PSP provide that in ordinary circumstances participants may not receive awards under the PSP in any financial year over shares having a market value in excess of 200% of their annual base salary in that financial year or 300% of their annual base salary in exceptional circumstances. To align the limits under the PSP with the limits under the Directors' Remuneration Policy which was approved by shareholders at the Company's 2022 AGM, Resolution 13 seeks shareholder approval to increase the exceptional circumstances limit to 400% of salary. T he amendments proposed do not promote better alignment with shareholder. Moreover, PIRC does not consider that LTIPs are an effective means of incentivising performance. These schemes are not considered to be properly long term and are subject to manipulation due to their discretionary nature. Therefore, opposition is recommended.

Vote Cast: *Oppose* Results: For: 97.4, Abstain: 0.0, Oppose/Withhold: 2.6,

14. *Approve Equity Grant to Chief Executive Officer Mr. Jorgen Kokke.*
It is proposed to grant the board authority to pay remuneration to the newly appointed CEO Mr. Jorgen Kokke in shares, worth 100% of his salary which, when added to the PSP award over ordinary shares worth 300% of salary which was also granted to Mr. Jorgen Kokke on 13 September 2023, would give Jorgen Kokke a PSP award over Ordinary Shares worth 400% of salary in aggregate in the Company's current financial year. The proposed grant in aggregate with the grant of the PSP award exceed 200% of the salary and is considered excessive. In addition, LTIPs are not considered an effective means of incentivising performance. These schemes are not considered to be properly long term and are subject to manipulation due to their discretionary nature. Opposition is recommended.

Vote Cast: *Oppose* Results: For: 96.6, Abstain: 0.0, Oppose/Withhold: 3.3,

17. *Issue Shares for Cash for the Purpose of Financing an Acquisition or Other Capital Investment*
The Board is seeking approval to issue up to an additional 5% of the Company's issued share capital for cash for use only in connection with an acquisition or a specified capital investment. Such proposal is not supported as it is considered that the 5% limit sought under the general authority above is sufficient. Best practice would be to seek a specific authority from shareholders in relation to a specific transaction if such situation arises. As this is not the case, an oppose vote is therefore recommended.

Vote Cast: *Oppose* Results: For: 98.0, Abstain: 0.0, Oppose/Withhold: 1.9,

18. *Authorise Share Repurchase*
The authority is limited to 10% of the Company's issued share capital and will expire at the next AGM. This resolution will not be supported unless the Board has set forth a clear, cogent and compelling case demonstrating how the authority would benefit long-term shareholders. As no clear justification was provided by the Board, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 98.1, Abstain: 0.0, Oppose/Withhold: 1.9,

RENISHAW PLC AGM - 29-11-2023

1. *Receive the Annual Report*
The annual report was made available sufficiently before the meeting and has been audited and certified. However, there are concerns surrounding the sustainability policies and practice at the company and the lack of board level accountability for sustainability issues. Therefore, it is considered that the annual report and the financial statements may not accurately reflect the material and financial impact of non-traditional financial risks. These concerns should have been addressed in the annual report submitted to shareholders, however the annual report fails to address these concerns adequately and therefore this resolution cannot be supported.

Vote Cast: *Abstain* Results: For: 96.5, Abstain: 2.0, Oppose/Withhold: 1.6,

2. *Approve Remuneration Policy*
Maximum potential award for both the Annual Bonus is clearly stated. The performance metrics are not operating interdependently, such that vesting under the incentive plan is only possible where all threshold targets are met. A mitigation statement has been made which seeks to limit the amount of any payment or benefits provided to a Director upon leaving the Company should alternative employment be secured. Total potential awards capable of vesting under the policy exceed the recommended threshold of 200% of the highest paid Director's base salary. Directors are required to retain a sufficient shareholding in the Company. The Annual Bonus is deferred. Claw-back provisions are attached to the annual bonus. The deferral period attached to the Annual Bonus is in line with best practice as half of the bonus is deferred in shares over at least two years.
The expectations for pay schemes for approval for general meetings are: a going rate true market salary, director service contracts approved by vote, a single profit pool to be distributed company wide, exceptional bonuses only and no long-term incentive plans (LTIPs). The 'binding' pay policy vote has not been effective. The disappointment with the policy vote comes across in the levels of dissenting votes on remuneration reports, which disclose outcomes under previously agreed policies. When there are contentious circumstances with executives leaving the instrument that really matters is the service contract. As such, the concept of alignment with shareholders' for pay purposes is a fallacy, because the risk and responsibilities are different. Executives who are directors have unlimited liability, fiduciary duties and Companies Act s172 and contractual duties. The delivery of objectives covered by these duties should not be additionally rewarded with bonuses or LTIPs but considered part of the job. It is believed that the fallacy of 'alignment' with shareholders needs to be retired. Not only do schemes not align, but executives are employees of the company with duties to it. The duties including the new s172 duties should already set the alignment. It is incongruous to use pay schemes as a vehicle for alternative means of 'alignment' which can actually create a competing set of director 'duties'.

Vote Cast: *Oppose* Results: For: 95.5, Abstain: 0.0, Oppose/Withhold: 4.5,

5. *Re-elect Sir David McMurtry - Chair (Executive)*
Executive Chair. It is noted that together, with vice-chair John Deer, the director holds 53% of the companies share capital. Both directors received opposition greater than 20% at the previous AGM which the Company has stated is owing to the fact that "governance arrangements do not reflect the expectations of some investors".

There is serious risk that matters raised by other shareholders may not be addressed appropriately owing to the fact that two Board members together control more than half of the Company. Furthermore, it is a generally accepted norm of good practice that the Chair of the Board should act with a proper degree of independence from the Company's management team when exercising his or her oversight of the functioning of the Board. Holding an executive position is incompatible with this and a vote to Oppose is recommended.

Vote Cast: *Oppose* Results: For: 68.4, Abstain: 0.4, Oppose/Withhold: 31.1,

6. *Re-elect John Deer - Vice Chair (Non Executive)*
Vice Chair, not considered independent. It is noted that together, with Chair David McMurtry, the director holds 53% of the companies share capital. Both directors received opposition greater than 20% at the previous AGM which the Company has stated is owing to the fact that "governance arrangements do not reflect the expectations of some investors". There is serious risk that matters raised by other shareholders may not be addressed appropriately owing to the fact that two Board members together control more than half of the Company. There is insufficient independent representation on the Board, opposition is recommended.

Vote Cast: *Oppose* Results: For: 71.2, Abstain: 0.4, Oppose/Withhold: 28.3,

10. *Re-elect Sir David Grant - Senior Independent Director*
Senior Independent Director. Not considered independent owing to a tenure exceeding nine years. It is considered that a Senior Independent Director should be independent, in order to fulfil the responsibilities assigned to that role. Therefore, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 95.6, Abstain: 0.2, Oppose/Withhold: 4.1,

14. *Re-appoint EY as the Auditors of the Company*
EY proposed. No non-audit fees were paid to the auditors in the past three years. This approach is commended. The current auditor has been in place for more than five years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor.
In late 2020 International Auditing and Assurance Standards Board (IAASB) produced a consultation entitled, Fraud and Going Concern and refers to the "expectations gap" in the sense that the public expect more of auditors than is expected of them. By reference to conclusions of the BEIS Select Committee of Parliament and High Court decisions, there isn't an expectations gap so far as the UK at least is concerned. Indeed auditor duties in respect of fraud are onerous and in the Barings case at the High Court the issue of negligence didn't merely involve the signing of the public accounts by the audit partner with misstated amounts in, but earlier at the time more junior members of staff missed the fraud when it was smaller reviewing a bank reconciliation (a private and not public document).
The IAASB model of auditing is based on auditors certifying information that is "useful to users". That construct side-steps the crucial duties auditors have for the benefit of the company itself as the Barings case demonstrated. In PIRC's view that model fuels an unwarranted expectations gap and, if audits are limited by the standards misdirect the focus of audits to being "useful for users", a delivery gap because the legal standard and duty is broader than the standards themselves state. PIRC has therefore asked the IAASB to reissue its consultation and has also written to the largest accounting firms to repudiate the IAASB consultation and confirm that the concept of an 'expectations gap' does not limit the scope of their work. In parallel PIRC has reviewed responses from the largest accounting firms to the IAASB determine whether they were encouraging or refuting the concept of an expectations gap. Both Deloitte and BDO correctly referred to the "expectations gap" being dependent on local laws. Both firms also referred to problems with international auditing standards and international accounting standards. BDO went so far as to make other recommendations as well. Mazars did similar in giving evidence to the BEIS Select Committee. In the absence of similar statements from PwC, KPMG, EY or Grant Thornton, PIRC is unable to support re-election or re-appointment of those firms as auditors.

Vote Cast: *Oppose* Results: For: 99.3, Abstain: 0.0, Oppose/Withhold: 0.7,

16. *Authorise Share Repurchase*
The authority is limited to 10% of the Company's issued share capital and will expire at the next AGM. This resolution will not be supported unless the Board has set forth a clear, cogent and compelling case demonstrating how the authority would benefit long-term shareholders. As no clear justification was provided by the Board, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 99.3, Abstain: 0.0, Oppose/Withhold: 0.7,

AFFIRM HOLDINGS INC AGM - 04-12-2023

1.01. *Re-elect Max Levchin - Chair & Chief Executive*
Chair and CEO. Combined roles at the head of the Company. There should be a clear division of responsibilities at the head of the Company between the running of the board and the executive responsibility for the running of the Company's business. No one individual should have unfettered powers of decision. Combining the two roles in one person represents a concentration of power that is potentially detrimental to board balance, effective debate, and board appraisal.

Vote Cast: *Oppose*

3. *Advisory Vote on Executive Compensation*
The Company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The voting outcome for this resolution reflects the balance of opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: ACA. Based on this rating, abstention is recommended.

Vote Cast: *Abstain*

ATLASSIAN CORPORATION PLC AGM - 06-12-2023

1.e. *Elect Sasan Goodarzi - Non-Executive Director*
Independent Non-Executive Director and Chair of the Remuneration Committee. There are concerns over a potential conflict of interest between his role as an Executive in a listed company and membership of the remuneration committee. An abstain vote is recommended.

Vote Cast: *Abstain*

2. *Appoint the Auditors*
EY proposed. Non-audit fees represented 0.96% of audit fees during the year under review and 2.49% on a three-year aggregate basis. This level of non-audit fees does not raise serious concerns about the independence of the statutory auditor. The current auditor has been in place for more than five years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor.
In late 2020 International Auditing and Assurance Standards Board (IAASB) produced a consultation entitled, Fraud and Going Concern and refers to the "expectations gap" in the sense that the public expect more of auditors than is expected of them. By reference to conclusions of the BEIS Select Committee of Parliament and High

Court decisions, there isn't an expectations gap so far as the UK at least is concerned. Indeed auditor duties in respect of fraud are onerous and in the Barings case at the High Court the issue of negligence didn't merely involve the signing of the public accounts by the audit partner with misstated amounts in, but earlier at the time more junior members of staff missed the fraud when it was smaller reviewing a bank reconciliation (a private and not public document).
The IAASB model of auditing is based on auditors certifying information that is "useful to users". That construct side-steps the crucial duties auditors have for the benefit of the company itself as the Barings case demonstrated. In PIRC's view that model fuels an unwarranted expectations gap and, if audits are limited by the standards misdirect the focus of audits to being "useful for users", a delivery gap because the legal standard and duty is broader than the standards themselves state. PIRC has therefore asked the IAASB to reissue its consultation and has also written to the largest accounting firms to repudiate the IAASB consultation and confirm that the concept of an 'expectations gap' does not limit the scope of their work. In parallel PIRC has reviewed responses from the largest accounting firms to the IAASB determine whether they were encouraging or refuting the concept of an expectations gap. Both Deloitte and BDO correctly referred to the "expectations gap" being dependent on local laws. Both firms also referred to problems with international auditing standards and international accounting standards. BDO went so far as to make other recommendations as well. Mazars did similar in giving evidence to the BEIS Select Committee. In the absence of similar statements from PwC, KPMG, EY or Grant Thornton, PIRC is unable to support re-election or re-appointment of those firms as auditors.

Vote Cast: *Oppose*

3. *Advisory Vote on Executive Compensation*
The Company remuneration for the executive includes, salary, Benefits and incentives awards.
The expectations for pay schemes for approval for general meetings are: a going rate true market salary, director service contracts approved by vote, a single profit pool to be distributed company wide, exceptional bonuses only and no long-term incentive plans (LTIPs). Executives who are directors have unlimited liability, fiduciary duties and Companies Act s172 and contractual duties. The delivery of objectives covered by these duties should not be additionally rewarded with bonuses or LTIPs but considered part of the job. It is believed that the fallacy of 'alignment' with shareholders needs to be retired. Not only do schemes not align, but executives are employees of the company with duties to it. The duties including the new s172 duties should already set the alignment. It is incongruous to use pay schemes as a vehicle for alternative means of 'alignment' which can actually create a competing set of director 'duties'.

Vote Cast: *Oppose*

MICROSOFT CORPORATION AGM - 07-12-2023

02.. *Elect Hugh Johnston - Non-Executive Director*
Non-Executive Director, chair of the audit committee. On 6 April 2023, it was announced that Microsoft had reached a settlement with the US government over the company's apparent violations of sanctions and export controls, which it disclosed voluntarily. The agreement would settle the company's liability for more than 1,300 apparent sanction violations, relating to the company exporting services or software to the US-sanctioned jurisdictions of Cuba, Iran, Syria and Russia. In consideration of the above, as the director is the Chair of Audit Committe, the director is not considered to be independent.

Vote Cast: *Oppose* Results: For: 91.1, Abstain: 0.2, Oppose/Withhold: 8.7,

06.. *Elect Satya Nadella - Chair & Chief Executive*
Chair and CEO. Combined roles at the head of the Company. There should be a clear division of responsibilities at the head of the Company between the running of

the board and the executive responsibility for the running of the Company's business. No one individual should have unfettered powers of decision. Combining the two roles in one person represents a concentration of power that is potentially detrimental to board balance, effective debate, and board appraisal. Non-Executive Director.

Vote Cast: *Oppose* Results: For: 94.0, Abstain: 0.4, Oppose/Withhold: 5.6,

08.. *Elect Penny Pritzker - Non-Executive Director*
Chair of the Environmental, Social, and Public Policy Committee. As the Chair of the Sustainability Committee is considered to be accountable for the Company's sustainability programme, and given the concerns over the Company's sustainability policies and practice, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 99.4, Abstain: 0.2, Oppose/Withhold: 0.4,

2.. *Advisory Vote on Executive Compensation*
The Company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The voting outcome for this resolution reflects the balance of opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: ADB. Based on this rating, opposition is recommended.

Vote Cast: *Oppose* Results: For: 93.3, Abstain: 0.5, Oppose/Withhold: 6.2,

4.. *Appoint the Auditors: Deloitte*
Deloitte proposed. Non-audit fees represented 11.09% of audit fees during the year under review and 10.64% on a three-year aggregate basis. This level of non-audit fees does not raise serious concerns about the independence of the statutory auditor. The current auditor has been in place for more than ten years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor.

Vote Cast: *Oppose* Results: For: 95.1, Abstain: 0.2, Oppose/Withhold: 4.7,

5.. *Shareholder Resolution: Report on Gender-Based Compensation and Benefit Gaps*
Proponent's argument: The National Legal and Policy Centre proposes that "Microsoft report on median compensation and benefits gaps across gender as they address reproductive and gender dysphoria care, including associated policy, reputational, competitive, operational and litigative risks, and risks related to recruiting and retaining diverse talent. The report should be prepared at reasonable cost, omitting proprietary information, litigation strategy and legal compliance information." The Shareholder cites that "there is significant expense both in aborting and in raising children, yet Microsoft Corporation (the "Company") incentivizes the former with a subsidy and discourages the latter with no subsidy... such policies have significant societal, operational, reputational, and competitive risks, and risks related to recruiting and retaining diverse talent. Similarly, the Company provides health benefits to employees who suffer gender dysphoria/confusion, and who seek medical, chemical, and/or surgical treatments to aid their "transition" to their non-biological sex... Rather than resolve mental health problems, such "gender affirming" care instead often exacerbates them. In such instances, patients who desire to "de-transition" cannot find medical or insurance coverage that they need. Many of these sufferers litigate against those who misled or mistreated them regarding the necessity and alleged "success" of "transition" therapies.
Company's response: The board recommended a vote against this proposal. "The proponent requests Microsoft report on median compensation and benefits gaps across gender "as they address reproductive and gender dysphoria care." Microsoft already provides pay equity and median gender and racial pay gap reporting. Based on the language of the proposal, the request for additional reporting appears to stem from animosity towards certain reproductive and gender-related health benefits... employee benefits include but are not limited to health care benefits. Far from the assertions raised in the proposal, Microsoft offers comprehensive health and wellbeing benefits for families such as paid vacation, paid sick leave, paid time off for new parents, fertility, adoption and surrogacy assistance, birthing, doula and

postpartum support, caregiver leave, subsidized childcare, and more. Indeed, Microsoft places enough importance on the business benefits of paid parental leave that in 2018 [the Company] launched a new policy to ensure U.S. suppliers offer their employees a minimum of 12 weeks paid parental leave for their employees doing significant work for Microsoft [and] Microsoft will continue to lawfully support employees and their enrolled dependents in accessing critical healthcare regardless of where they live across the U.S., which includes travel expense assistance for lawful medical services where access to care is limited in availability in an employee's home geographic region."

PIRC analysis: The requested disclosure on the median compensation and benefit gaps appears to be a spoiler resolution to prevent other shareholders from filing resolutions regarding the company's policies in regards to gender diversity and health policies at the company that would help women exercise their reproductive rights in states where these are not provided for by state laws. The UN High Commissioner for Human rights stated that human rights bodies have characterized restrictive abortion laws as a form of discrimination against women, and that treaty body jurisprudence has indicated that denying women access to abortion can amount to violations of the rights to health, privacy and, in certain cases, the right to be free from cruel, inhumane and degrading treatment (updated in 2020). In sum, this proposal seemingly does not aim at promoting transparency and accountability around the potential benefits of diversity and a body rights culture at the company., where women would suffer a higher toll. Opposition is thus recommended.

Vote Cast: *Oppose* Results: For: 1.0, Abstain: 0.9, Oppose/Withhold: 98.1,

6.. *Shareholder Resolution: Report on Risk from Omitting Ideology in EEO Policy*

Proponent's argument: The National Centre for Public Policy Research proposes that Microsoft " issue a public report detailing the potential risks associated with omitting "viewpoint" and "ideology" from its written equal employment opportunity (EEO) policy. The report should be available within a reasonable timeframe, prepared at a reasonable expense and omit proprietary information... Microsoft's lack of a company-wide best practice EEO policy sends mixed signals to company employees and prospective employees and calls into question the extent to which individuals are protected due to inconsistent state policies and the absence of a relevant federal protection. Approximately half of Americans live and work in a jurisdiction with no legal protections if their employer takes action against them for their political activities or discriminates on the basis of viewpoint in the workplace. Companies with inclusive policies are better able to recruit the most talented employees from a broad labour pool, resolve complaints internally to avoid costly litigation or reputational damage, and minimize employee turnover. Moreover, inclusive policies contribute to more efficient human capital management by eliminating the need to maintain different policies in different locations. There is ample evidence that individuals with conservative viewpoints may face discrimination at Microsoft. Presently, shareholders are unable to evaluate how Microsoft prevents discrimination towards employees based on their ideology or viewpoint, mitigates employee concerns of potential discrimination, and ensures a respectful and supportive work atmosphere that bolsters employee performance. Without an inclusive EEO policy, Microsoft may be sacrificing competitive advantages relative to peers while simultaneously increasing company and shareholder exposure to reputational and financial risks." The Shareholder recommends "that the report evaluate risks including, but not limited to, negative effects on employee hiring and retention, as well as litigation risks from conflicting state and company antidiscrimination policies."

Company's response: The board recommended a vote against this proposal. "The requested report is unnecessary because of Microsoft's existing commitments to inclusion and specific protection for diverse political affiliations under our Equal Employment Opportunity ("EEO") Policy. [Microsoft are] committed to a work environment that empowers everyone to do their best work. Per Microsoft's Standards of Business Conduct ("Trust Code"), employees are expected to treat others with dignity and respect. This Trust Code specifically prohibits harassment or discrimination on the basis of political affiliation... Microsoft provides training on harassment and discrimination issues, including information on how to report concerns. Employees who have experienced and/or witnessed behaviours that could be harassment or discrimination are encouraged to promptly report the behaviour through one or more of several channels, including anonymous channels... Microsoft takes all employee concerns seriously. Microsoft investigates complaints of harassment and discrimination, in a fair, timely, and thorough manner through a dedicated Workplace Investigations Team (WIT). WIT reviews relevant information and reaches reasonable conclusions based on the evidence. Microsoft will take appropriate disciplinary and/or other appropriate action when it determines the EEO Policy has been violated.

PIRC analysis: The potential benefits of diversity lie in widening the perspectives on business issues brought to bear on innovation, avoiding too great a similarity of attitude and helping companies understand their customers, marketplace, supply chain and workforces. Disclosure of a policy to improve diversity and goals that have been set to meet this policy also reassures shareholders that a diverse workforce is not just an aspiration but a goal. However, this resolution has been filed as a spoiler resolution to prevent other shareholders from filing resolutions regarding the company's workforce diversity and focuses on ideological diversity with the clear intent to ensure that conservative views are represented in the workforce as well as so-called liberal perspectives. While there is nothing inherently wrong about the proponents request for political and ideological tolerance, the requested report is too one-sided to provide any real benefit to shareholders. For these reasons, a vote against the resolution is recommended.

Vote Cast: *Oppose* Results: For: 0.8, Abstain: 0.9, Oppose/Withhold: 98.3,

7.. *Shareholder Resolution: Report on Government Takedown Requests*

Proponent's argument: Martin Matthew Guldner proposes that Microsoft "provide a report, published on the company's website and updated semi-annually – and omitting proprietary information and at reasonable cost – that specifies the Company's policy in responding to requests to remove or take down content, or content-producing entities, from LinkedIn or other platforms by the Executive Office of the President, Members of Congress, or any other agency or entity of the United States Government. This report shall also include an itemized listing of such take-down requests, including the name and title of the official making the request; the nature and scope of the request; the date of the request; the outcome of the request; and a reason or rationale for the Company's response, or lack thereof... In Bantam Books, Inc. vs. Sullivan (1963), and in other cases, the Supreme Court of the United States has ruled that private entities may not engage in suppression of speech at the behest of government, as it has the same effect as direct government censorship... Dr. Robert Malone, M.D., M.S., the inventor of mRNA vaccine technology saw his LinkedIn account (a subsidiary of Microsoft Inc.) restricted and later reinstated for violating LinkedIn's user agreement because he posted "misleading or inaccurate information" about vaccines and COVID-19. United States Republican 2024 presidential candidate Vivek Ramaswamy said in May 2023 his LinkedIn account (a subsidiary of Microsoft Inc.) was restricted for sharing content that contains misleading or inaccurate information and later reinstated the same day. Shareholders need to know whether the Company cooperates with government officials engaged in unconstitutional censorship, opening the Company to liability claims by victims. to know whether the Company fails to disclose these potential liabilities as material risks in its public filings."

Company's response: The board recommended a vote against this proposal. "This proposal is unnecessary because Microsoft and LinkedIn both already provide semi-annual reports on Government Content Removal Requests and explain the principles and process used to evaluate and respond to such requests. These reports already cover the types of requests raised as a concern in the proposal. There are very few such requests disclosed for the United States because LinkedIn and Microsoft have not historically or recently received the types of requests the proposal raises as a concern. Microsoft issues a Content Removal Requests Report that covers government content removal requests related to Microsoft's consumer online services (e.g., Bing, Bing Ads, OneDrive, and MSN.) The report also details Microsoft's approach to responding to government takedown requests... LinkedIn has issued reports on Government Content Removal Requests since 2018, which are updated twice yearly. Over that five-year period, the reports indicate LinkedIn received and acted on a total of two content removal requests in the U.S. The types of requests from federal officials and agencies specified in this proposal fall into the scope of this reporting. Reporting of government take down requests in the U.S. also includes requests from non-federal sources, such as state attorneys general or other state regulatory agencies seeking removal of fraudulent or illegal activities."

PIRC analysis: The proposal does not request the company to consult with technology and civil liberties experts and civil and human rights advocates to assess the level of risk of misrepresenting facts and allowing or even inciting misinformation by its platform being used by any customer. Rather, the proponent appears to consider that misinformation (such as denying the reality of anthropogenic global warming, or that of the COVID pandemic) should be treated with the same dignity of scientific and fact-based information, on the basis of a flawed assumption of freedom of expression. Research has shown that misinformation has deep impact across society as a whole and appear to be tied to lower-income section of society. This proposal seemingly aims to ensure that misinformed views are represented on the platform, as opposed to promoting transparency and accountability around the potential benefits of diversity and requesting transparency over the financial impact from these issues, avoid any suspicion and any damage that may cause to the company's reputation, or that the company may adopt a conduct different from what it has committed to. Opposition is thus recommended.

Vote Cast: *Oppose* Results: For: 1.8, Abstain: 1.3, Oppose/Withhold: 96.9,

HARGREAVES LANSDOWN PLC AGM - 08-12-2023

1. *Receive the Annual Report*

The annual report was made available sufficiently before the meeting and has been audited and certified. However, there are concerns surrounding the sustainability policies and practice at the company. Therefore, it is considered that the annual report and the financial statements may not accurately reflect the material and financial impact of non-traditional financial risks. These concerns should have been addressed in the annual report submitted to shareholders, however the annual report fails to address these concerns adequately and therefore this resolution cannot be supported.

Vote Cast: *Abstain* Results: For: 98.1, Abstain: 1.7, Oppose/Withhold: 0.2,

3. *Approve the Remuneration Report*

Awards granted to Directors under the Company's variable remuneration schemes are considered excessive as they exceeded 200% of base salary during the year under review. The CEO's salary is below the upper quartile of a peer comparator group. Total combined variable reward paid during the year is considered excessive, exceeding the 200% recommended threshold. The balance of CEO realised pay with financial performance is not considered acceptable as the change in CEO total pay over five years is not commensurate with the change in TSR over the same period. The ratio of CEO pay compared to that of the average employee exceeds the recommended limit of 20:1 and is therefore not considered appropriate.

The expectations for pay schemes for approval for general meetings are: a going rate true market salary, director service contracts approved by vote, a single profit pool to be distributed company wide, exceptional bonuses only and no long-term incentive plans (LTIPs). Executives who are directors have unlimited liability, fiduciary duties and Companies Act s172 and contractual duties. The delivery of objectives covered by these duties should not be additionally rewarded with bonuses or LTIPs but considered part of the job. It is believed that the fallacy of 'alignment' with shareholders needs to be retired. Not only do schemes not align, but executives are employees of the company with duties to it. The duties including the new s172 duties should already set the alignment. It is incongruous to use pay schemes as a vehicle for alternative means of 'alignment' which can actually create a competing set of director 'duties'.

Vote Cast: *Oppose* Results: For: 74.5, Abstain: 23.2, Oppose/Withhold: 2.3,

4. *Approve Remuneration Policy*

Claw-back provisions are in place over long-term incentive plans. Directors are entitled to a dividend income which is accrued on share awards from the date of grant, once the awards vest. Dividend should be paid from the date awards vest onwards, and not backdated to the time of grant to include the performance period. A welcome addition to the LTIP scheme is the use of non-financial performance metrics as a means of assessing individual performance. The use of non-financial conditions enables the policy to focus on the operational performance of the business as a whole as well as the individual roles of each of the executives in achieving that performance. Maximum potential awards for both the Annual Bonus and LTIP are clearly stated. The performance metrics are not operating interdependently, such that vesting under the incentive plan is only possible where all threshold targets are met. A mitigation statement has been made which seeks to limit the amount of any payment or benefits provided to a Director upon leaving the Company should alternative employment be secured. Vesting scales are considered to be sufficiently broad and geared towards better performance. Total potential awards capable of vesting under the policy exceed the recommended threshold of 200% of the highest paid Director's base salary. Directors are required to build a holding equivalent to at least 200% of salary, over a period of no more than five years. It is considered that a shareholding policy aligns the interests of the Executive to that of the shareholder. The Annual Bonus is deferred. Claw-back provisions are attached to the annual bonus. The deferral period attached to the Annual Bonus is in line with best practice as half of the bonus is deferred in shares over at least two years. The performance period for the LTIP is less than five years and is therefore not considered sufficiently long-term. However, recipients of the award are required to hold their

vested shares for at least a further two years, which is welcomed.
The expectations for pay schemes for approval for general meetings are: a going rate true market salary, director service contracts approved by vote, a single profit pool to be distributed company wide, exceptional bonuses only and no long-term incentive plans (LTIPs). The 'binding' pay policy vote has not been effective. The disappointment with the policy vote comes across in the levels of dissenting votes on remuneration reports, which disclose outcomes under previously agreed policies. When there are contentious circumstances with executives leaving the instrument that really matters is the service contract. As such, the concept of alignment with shareholders' for pay purposes is a fallacy, because the risk and responsibilities are different. Executives who are directors have unlimited liability, fiduciary duties and Companies Act s172 and contractual duties. The delivery of objectives covered by these duties should not be additionally rewarded with bonuses or LTIPs but considered part of the job. It is believed that the fallacy of 'alignment' with shareholders needs to be retired. Not only do schemes not align, but executives are employees of the company with duties to it. The duties including the new s172 duties should already set the alignment. It is incongruous to use pay schemes as a vehicle for alternative means of 'alignment' which can actually create a competing set of director 'duties'.

Vote Cast: *Oppose* Results: For: 72.4, Abstain: 23.9, Oppose/Withhold: 3.7,

5. *Re-appoint PricewaterhouseCoopers LLP as auditors to Company*
PwC proposed. No non-audit fees were paid to the auditors in the past three years. This approach is commended. The current auditor has been in place for more than ten years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor.
In late 2020 International Auditing and Assurance Standards Board (IAASB) produced a consultation entitled, Fraud and Going Concern and refers to the "expectations gap" in the sense that the public expect more of auditors than is expected of them. By reference to conclusions of the BEIS Select Committee of Parliament and High Court decisions, there isn't an expectations gap so far as the UK at least is concerned. Indeed auditor duties in respect of fraud are onerous and in the Barings case at the High Court the issue of negligence didn't merely involve the signing of the public accounts by the audit partner with misstated amounts in, but earlier at the time more junior members of staff missed the fraud when it was smaller reviewing a bank reconciliation (a private and not public document).
The IAASB model of auditing is based on auditors certifying information that is "useful to users". That construct side-steps the crucial duties auditors have for the benefit of the company itself as the Barings case demonstrated. In PIRC's view that model fuels an unwarranted expectations gap and, if audits are limited by the standards misdirect the focus of audits to being "useful for users", a delivery gap because the legal standard and duty is broader than the standards themselves state. PIRC has therefore asked the IAASB to reissue its consultation and has also written to the largest accounting firms to repudiate the IAASB consultation and confirm that the concept of an 'expectations gap' does not limit the scope of their work. In parallel PIRC has reviewed responses from the largest accounting firms to the IAASB determine whether they were encouraging or refuting the concept of an expectations gap. Both Deloitte and BDO correctly referred to the "expectations gap" being dependent on local laws. Both firms also referred to problems with international auditing standards and international accounting standards. BDO went so far as to make other recommendations as well. Mazars did similar in giving evidence to the BEIS Select Committee. In the absence of similar statements from PwC, KPMG, EY or Grant Thornton, PIRC is unable to support re-election or re-appointment of those firms as auditors.

Vote Cast: *Oppose* Results: For: 98.1, Abstain: 0.0, Oppose/Withhold: 1.9,

13. *Re-elect Moni Mannings - Non-Executive Director*
Independent Non-Executive Director and Chair of the Remuneration Committee. There are serious concerns regarding the implementation of remuneration at the company and it is considered that chair of the remuneration committee should be held accountable for it when considering re-election.

Vote Cast: *Oppose* Results: For: 73.4, Abstain: 0.7, Oppose/Withhold: 25.8,

15. *Re-elect Penelope (Penny) James - Senior Independent Director*

Interim Non-Executive Chair of the Board and Senior Independent Director. As the Company do not have a Board level Sustainability Committee, the Chair of the Board is considered accountable for the Company's sustainability programme. As the Company's sustainability policies and practice are not considered adequate to minimise the material risks linked to sustainability an abstain vote is recommended. Considered independent.

Vote Cast: *Abstain* Results: For: 72.0, Abstain: 0.7, Oppose/Withhold: 27.2,

18. *Authorise Share Repurchase*
The authority is limited to 10% of the Company's issued share capital and will expire at the next AGM. This resolution will not be supported unless the Board has set forth a clear, cogent and compelling case demonstrating how the authority would benefit long-term shareholders. As no clear justification was provided by the Board, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 75.0, Abstain: 0.0, Oppose/Withhold: 25.0,

22. *Approval of the Hargreaves Lansdown plc Performance Share Plan (PSP)*
It is proposed to the shareholders to approve the Company's new Performance Share Plan (PSP). The Plan enables the Remuneration Committee to grant nil cost options over ordinary shares to selected executives and employees which vest only if the performance conditions are met over a performance period of 3 years with a two year holding period. Awards may be granted by the Board as: (a) conditional awards of ordinary shares in the Company ("Shares"), (b) options to acquire Shares for nil cost or for a per Share exercise price equal to the nominal value of a Share,(c) options to acquire Shares for a per Share exercise price equal to the market value of a Share at the date of grant of the option on the basis set out below ("tax-qualifying options"), (d) cash-based awards relating to a number of "notional" Shares, although it is intended that awards will be granted in relation to Shares wherever practicable. In this summary, the term "option" refers to nil-cost options, nominal cost options and tax-qualifying options. Unless the Board determines otherwise, the vesting of awards to executive directors must be subject to the satisfaction of a performance condition. The application of performance conditions to awards granted to the Company's executive directors will be consistent with the Company's Directors' Remuneration Policy as approved by shareholders from time to time. Performance conditions will usually be assessed over a period of at least three years.
LTIP schemes are not considered an effective means of incentivising performance and are inherently flawed. There is the risk that they are rewarding volatility rather than the performance of the company. They are acting as a complex and opaque hedge against absolute company underperformance and long-term share price falls. They are also a significant factor in reward for failure.

Vote Cast: *Oppose* Results: For: 73.9, Abstain: 0.8, Oppose/Withhold: 25.3,

SOFTCAT PLC AGM - 13-12-2023

2. *Approve the Remuneration Report*
Dividend accrual has been separately categorised which is welcome. Awards granted to Directors under the Company's variable remuneration schemes are considered excessive as they exceeded 200% of base salary during the year under review. The CEO's salary is below the upper quartile of a peer comparator group. Total combined variable reward paid during the year is considered excessive, exceeding the 200% recommended threshold. The balance of CEO realised pay with financial performance is not considered acceptable as the change in CEO total pay over five years is not commensurate with the change in TSR over the same period. The ratio of CEO pay compared to that of the average employee falls below the recommended limit of 20:1 and is therefore not considered to be overly excessive.
The expectations for pay schemes for approval for general meetings are: a going rate true market salary, director service contracts approved by vote, a single profit pool to be distributed company wide, exceptional bonuses only and no long-term incentive plans (LTIPs). Executives who are directors have unlimited liability, fiduciary

duties and Companies Act s172 and contractual duties. The delivery of objectives covered by these duties should not be additionally rewarded with bonuses or LTIPs but considered part of the job. It is believed that the fallacy of 'alignment' with shareholders needs to be retired. Not only do schemes not align, but executives are employees of the company with duties to it. The duties including the new s172 duties should already set the alignment. It is incongruous to use pay schemes as a vehicle for alternative means of 'alignment' which can actually create a competing set of director 'duties'.

Vote Cast: *Oppose* Results: For: 96.7, Abstain: 0.0, Oppose/Withhold: 3.3,

5. *Re-elect Graeme Watt - Chair (Non Executive)*
Chair. The Chair is not considered to be independent as Mr. Watt has been employed by the Company as CEO from April 2018 to 31 July 2023. In addition, it is a generally accepted norm of good practice that a Chair of the Board should act with a proper degree of independence from the Company's management team when exercising his or her oversight of the functioning of the Board. Being a non-independent Chair is considered to be incompatible with this. Oppose vote is therefore recommended.

Vote Cast: *Oppose* Results: For: 85.4, Abstain: 0.8, Oppose/Withhold: 13.8,

10. *Re-elect Lynne Weedall - Senior Independent Director*
Senior Independent Director. Considered independent. In addition, Ms. Weedall is Chair of the Remuneration Committee. There are serious concerns regarding the implementation of remuneration at the company and it is considered that chair of the remuneration committee should be held accountable for it when considering re-election.

Vote Cast: *Oppose* Results: For: 99.1, Abstain: 0.0, Oppose/Withhold: 0.9,

12. *Re-appoint Ernst & Young LLP as auditor of the Company*
EY proposed. Non-audit fees represented 5.73% of audit fees during the year under review and 6.31% on a three-year aggregate basis. This level of non-audit fees does not raise serious concerns about the independence of the statutory auditor. The current auditor has been in place for more than ten years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor.
In late 2020 International Auditing and Assurance Standards Board (IAASB) produced a consultation entitled, Fraud and Going Concern and refers to the "expectations gap" in the sense that the public expect more of auditors than is expected of them. By reference to conclusions of the BEIS Select Committee of Parliament and High Court decisions, there isn't an expectations gap so far as the UK at least is concerned. Indeed auditor duties in respect of fraud are onerous and in the Barings case at the High Court the issue of negligence didn't merely involve the signing of the public accounts by the audit partner with misstated amounts in, but earlier at the time more junior members of staff missed the fraud when it was smaller reviewing a bank reconciliation (a private and not public document).
The IAASB model of auditing is based on auditors certifying information that is "useful to users". That construct side-steps the crucial duties auditors have for the benefit of the company itself as the Barings case demonstrated. In PIRC's view that model fuels an unwarranted expectations gap and, if audits are limited by the standards misdirect the focus of audits to being "useful for users", a delivery gap because the legal standard and duty is broader than the standards themselves state. PIRC has therefore asked the IAASB to reissue its consultation and has also written to the largest accounting firms to repudiate the IAASB consultation and confirm that the concept of an 'expectations gap' does not limit the scope of their work. In parallel PIRC has reviewed responses from the largest accounting firms to the IAASB determine whether they were encouraging or refuting the concept of an expectations gap. Both Deloitte and BDO correctly referred to the "expectations gap" being dependent on local laws. Both firms also referred to problems with international auditing standards and international accounting standards. BDO went so far as to make other recommendations as well. Mazars did similar in giving evidence to the BEIS Select Committee. In the absence of similar statements from PwC, KPMG, EY or Grant Thornton, PIRC is unable to support re-election or re-appointment of those firms as auditors.

Vote Cast: *Oppose* Results: For: 98.8, Abstain: 0.0, Oppose/Withhold: 1.2,

16. *Issue Shares for Cash*
The authority sought exceeds the recommended 5% maximum of the Company's issued share capital and expires at the next AGM. An oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 93.2, Abstain: 0.0, Oppose/Withhold: 6.8,

17. *Issue Shares for Cash for the Purpose of Financing an Acquisition or Other Capital Investment*
The Board is seeking approval to issue up to an additional 10% of the Company's issued share capital for cash for use only in connection with an acquisition or a specified capital investment. Such proposal is not supported. Best practice would be to seek a specific authority from shareholders in relation to a specific transaction if such situation arises. As this is not the case, an oppose vote is therefore recommended.

Vote Cast: *Oppose* Results: For: 90.1, Abstain: 0.0, Oppose/Withhold: 9.9,

18. *Authorise Share Repurchase*
The authority is limited to 10% of the Company's issued share capital and will expire at the next AGM. This resolution will not be supported unless the Board has set forth a clear, cogent and compelling case demonstrating how the authority would benefit long-term shareholders. As no clear justification was provided by the Board, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 97.2, Abstain: 0.2, Oppose/Withhold: 2.7,

4 Appendix

The regions are categorised as follows:

ASIA	China; Hong Kong; Indonesia; India; South Korea; Laos; Macao; Malaysia; Philippines; Singapore; Thailand; Taiwan; Papua New Guinea; Vietnam
SANZA	Australia; New Zealand; South Africa
EUROPE/GLOBAL EU	Albania; Austria; Belgium; Bosnia; Bulgaria; Croatia; Cyprus; Czech Republic; Denmark; Estonia; France; Finland; Germany; Greece; Hungary; Ireland; Italy; Latvia; Liechtenstein; Lithuania; Luxembourg; Moldova; Monaco; Montenegro; Netherlands; Norway; Poland; Portugal; Spain; Sweden; Switzerland
JAPAN	Japan
USA/CANADA	USA; Canada; Bermuda
UK/BRIT OVERSEAS	UK; Cayman Islands; Gibraltar; Guernsey; Jersey
SOUTH AMERICA	Argentina; Bolivia; Brazil; Chile; Colombia; Costa Rica; Cuba; Ecuador; El Salvador; Guatemala; Honduras; Mexico; Nicaragua; Panama; Paraguay; Peru; Uruguay; Venezuela
REST OF WORLD	Any Country not listed above

The following is a list of commonly used acronyms and definitions.

Acronym	Description
AGM	Annual General Meeting
CEO	Chief Executive Officer
EBITDA	Earnings Before Interest Tax Depreciation and Amortisation
EGM	Extraordinary General Meeting
EPS	Earnings Per Share
FY	Financial Year
KPI	Key Performance Indicators - financial or other measures of a company's performance
LTIP	Long Term Incentive Plan - Equity based remuneration scheme which provides stock awards to recipients
NED	Non-Executive Director
NEO	Named Executive Officer - Used in the US to refer to the five highest paid executives
PLC	Publicly Listed Company
PSP	Performance Share Plan
ROCE	Return on Capital Employed
SID	Senior Independent Director
SOP	Stock Option Plan - Scheme which grants stock options to recipients
TSR	Total Shareholder Return - Stock price appreciation plus dividends

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