



North East Scotland Pension Fund

PROXY VOTING REVIEW

PERIOD 1st July 2019 to 30th September 2019

Contents

1 Resolution Analysis	3
1.1 Number of meetings voted by geographical location	3
1.2 Number of Resolutions by Vote Categories	4
1.3 Number of Votes by Region	5
1.4 Votes Made in the Portfolio Per Resolution Category	5
1.5 Votes Made in the UK Per Resolution Category	6
1.6 Votes Made in the US Per Resolution Category	7
1.7 Votes Made in the EU Per Resolution Category	8
1.8 Votes Made in the GL Per Resolution Category	9
1.9 Geographic Breakdown of Meetings All Supported	10
1.10 List of all meetings voted	11
2 Notable Oppose Vote Results With Analysis	12
3 Oppose/Abstain Votes With Analysis	17
4 Appendix	37

1 Resolution Analysis

- Number of resolutions voted: 320 (note that it MAY include non-voting items).
- Number of resolutions supported by client: 232
- Number of resolutions opposed by client: 70
- Number of resolutions abstained by client: 15
- Number of resolutions Non-voting: 1
- 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	19
EUROPE & GLOBAL EU	1
USA & CANADA	1
ASIA	2
TOTAL	23

1.2 Number of Resolutions by Vote Categories

Vote Categories	Number of Resolutions
For	232
Abstain	15
Oppose	70
Non-Voting	1
Not Supported	0
Withhold	0
US Frequency Vote on Pay	0
Withdrawn	0
TOTAL	320

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	For	Abstain	Oppose	Non-Voting	Not Supported	Withhold	Withdrawn	US Frequency Vote on Pay	Total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	214	12	57	0	0	0	0	0	283
EUROPE & GLOBAL EU	12	3	5	0	0	0	0	0	20
USA & CANADA	5	0	1	0	0	0	0	0	6
ASIA	1	0	7	1	0	0	0	0	9
TOTAL	232	15	70	1	0	0	0	0	320

1.4 Votes Made in the Portfolio Per Resolution Category

	Portfolio							
	For	Abstain	Oppose	Non-Voting	Not Supported	Withheld	Withdrawn	
All Employee Schemes	1	0	0	0	0	0	0	0
Annual Reports	20	8	12	0	0	0	0	0
Articles of Association	9	0	0	0	0	0	0	0
Auditors	21	3	8	0	0	0	0	0
Corporate Actions	1	0	1	0	0	0	0	0
Corporate Donations	4	0	1	0	0	0	0	0
Debt & Loans	0	0	0	0	0	0	0	0
Directors	119	4	19	0	0	0	0	0
Dividend	12	0	0	0	0	0	0	0
Executive Pay Schemes	1	0	1	0	0	0	0	0
Miscellaneous	12	0	1	0	0	0	0	0
NED Fees	0	0	0	0	0	0	0	0
Non-Voting	0	0	0	1	0	0	0	0
Say on Pay	0	0	0	0	0	0	0	0
Share Capital Restructuring	1	0	0	0	0	0	0	0
Share Issue/Re-purchase	31	0	27	0	0	0	0	0
Shareholder Resolution	0	0	0	0	0	0	0	0

1.5 Votes Made in the UK Per Resolution Category

	UK						
	For	Abstain	Oppose	Non-Voting	Not Supported	Withheld	Withdrawn
Annual Reports	14	1	1	0	0	0	0
Remuneration Reports	2	5	9	0	0	0	0
Remuneration Policy	0	0	2	0	0	0	0
Dividend	11	0	0	0	0	0	0
Directors	112	4	9	0	0	0	0
Approve Auditors	7	2	7	0	0	0	0
Share Issues	31	0	1	0	0	0	0
Share Repurchases	0	0	15	0	0	0	0
Executive Pay Schemes	0	0	0	0	0	0	0
All-Employee Schemes	1	0	0	0	0	0	0
Political Donations	4	0	1	0	0	0	0
Articles of Association	6	0	0	0	0	0	0
Mergers/Corporate Actions	1	0	1	0	0	0	0
Meeting Notification related	11	0	1	0	0	0	0
All Other Resolutions	14	0	10	0	0	0	0
Shareholder Resolution	0	0	0	0	0	0	0

1.6 Votes Made in the US 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	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	3	0	1	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	1	0	0	0	0	0	0
Share Issue/Re-purchase	0	0	0	0	0	0	0

1.7 Votes Made in the 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	4	2	0	0	0	0	0
Articles of Association	3	0	0	0	0	0	0
Auditors	0	1	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	3	0	3	0	0	0	0
Dividend	1	0	0	0	0	0	0
Executive Pay Schemes	0	0	1	0	0	0	0
Miscellaneous	1	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	1	0	0	0	0
Shareholder Resolution	0	0	0	0	0	0	0

1.8 Votes Made in the GL Per Resolution Category

Global

	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	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	1	0	6	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	1	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 Geographic Breakdown of Meetings All Supported

SZ

Meetings	All For	AGM	EGM
0	0	0	0

AS

Meetings	All For	AGM	EGM
2	0	0	0

UK

Meetings	All For	AGM	EGM
19	2	0	2

EU

Meetings	All For	AGM	EGM
1	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
1	0	0	0

TOTAL

Meetings	All For	AGM	EGM
23	2	0	2

1.10 List of all meetings voted

Company	Meeting Date	Type	Resolutions	For	Abstain	Oppose
GREAT PORTLAND ESTATES PLC	04-07-2019	AGM	17	11	1	5
AVEVA GROUP PLC	08-07-2019	AGM	18	14	0	4
HELICAL PLC	11-07-2019	AGM	18	13	3	2
ALIBABA GROUP HOLDING LIMITED	15-07-2019	AGM	6	5	0	1
INDITEX (INDUSTRIA DE DISENO TEXTIL) SA	16-07-2019	AGM	20	12	3	5
BURBERRY GROUP PLC	17-07-2019	AGM	19	13	0	6
JOHNSON MATTHEY PLC	17-07-2019	AGM	21	18	1	2
AO WORLD PLC	17-07-2019	AGM	18	15	1	2
HOMESERVE PLC	19-07-2019	AGM	19	14	0	5
WIZZ AIR HOLDINGS PLC	24-07-2019	AGM	23	19	0	4
DRAPER ESPRIT PLC	24-07-2019	AGM	13	10	1	1
MAJESTIC WINE PLC	08-08-2019	AGM	12	8	1	3
TAL EDUCATION GROUP -ADR	21-08-2019	AGM	1	0	0	0
MERLIN ENTERTAINMENTS PLC	03-09-2019	COURT	1	1	0	0
MERLIN ENTERTAINMENTS PLC	03-09-2019	EGM	1	1	0	0
MAJESTIC WINE PLC	06-09-2019	EGM	2	0	0	2
ASHTEAD GROUP PLC	10-09-2019	AGM	19	10	2	6
OXFORD INSTRUMENTS PLC	10-09-2019	AGM	18	14	0	4
NETEASE, INC	13-09-2019	AGM	8	1	0	7
DIAGEO PLC	19-09-2019	AGM	21	18	0	3
AUTO TRADER GROUP PLC	19-09-2019	AGM	17	13	0	4
MERCIA ASSET MANAGEMENT PLC	24-09-2019	AGM	8	6	0	2
NCC GROUP PLC	25-09-2019	AGM	20	16	2	2

2 Notable Oppose Vote Results With Analysis

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

AVEVA GROUP PLC AGM - 08-07-2019

[2. Approve the Remuneration Report](#)

Disclosure: All elements of the Single Total Remuneration Table are adequately disclosed. The increase in CEO salary is in line with the rest Company. The CEO received an increase to his base salary of 2.6% in line with the average increase of the UK workforce. CEO's salary is considered to be above the median range of the CEO salaries in the peer group.

Balance: The balance of CEO realized pay with financial performance is not considered acceptable as the change in CEO total pay over the last five years is not aligned to the change in TSR over the same period. Over the five-year period average annual increase in CEO pay has been approximately 157.6% whereas, on average, TSR has increased by 26.35%. This is caused partially by the vesting of the 'buy-out' award amounting to GBP 5,708,000 for the CEO as compensation for the loss of significant equity awards on leaving PTC. The CEO's total variable pay for the year under review is comprised from the Annual Bonus award and amounts to 122.4% of base salary which is not deemed to be overly excessive. However, the CEO has been awarded a one-off award of GBP 5,708,000 millions which is 815% of the salary and is deemed inappropriately excessive. The ratio of CEO pay compared to average employee pay is slightly non appropriate at 21:1.

Buy-out awards made in relation to the recruitment of Craig Hayman are not considered appropriate. The total value of awards made to Mr Hayman amount to GBP 5,708,000.00 which is considered highly excessive. The buy-out awards are not subject to performance conditions which is not considered appropriate. Awards are subject to repayment within three years if Craig Hayman is dismissed within three years of joining.

Rating: AE

Vote Cast: *Oppose*

Results: For: 78.4, Abstain: 0.7, Oppose/Withhold: 20.9,

[5. Re-elect Emmanuel Babeau](#)

Non-Executive Director. Not considered independent this director was appointed to the Board by Schneider Electric, the Company's controlling shareholder. However, there is sufficient independent representation on the Board. Support is recommended.

Vote Cast: *For*

Results: For: 86.3, Abstain: 0.1, Oppose/Withhold: 13.6,

AO WORLD PLC AGM - 17-07-2019

[2. Approve the Remuneration Report](#)

Disclosure: All elements of the Single Total Remuneration Table are adequately disclosed. Next year's fees and salaries for all directors are clearly stated. The CEO's salary is considered to be in the median of PIRC's comparator group. There was no increase in the CEO's salary while salaries for other employees increased by 3.4%.

Balance: The highest pay Executive variable pay for the year under review is considered acceptable at 67.15% of salary for the annual bonus (0.05%) the AO award (50.5%) and the LTIP (16.6%). The ratio of the Executive pay compared to average employee pay is considered appropriate at 18:1. The balance of the highest pay Executive realized pay with financial performance is not considered acceptable as the change in the highest pay Executive total pay over the last five years is not aligned to the change in TSR over the same period.

Rating: AC

Vote Cast: *Abstain*

Results: For: 88.9, Abstain: 0.0, Oppose/Withhold: 11.1,

JOHNSON MATTHEY PLC AGM - 17-07-2019

16. *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: 88.6, Abstain: 0.0, Oppose/Withhold: 11.4,

HOMESERVE PLC AGM - 19-07-2019

2. *Approve the Remuneration Report*

Disclosure:All elements of the Single Total Remuneration Table are adequately disclosed. A 2% increase in the CEO's salary is considered in line with a 3.6% increase for other employees. The CEO's salary is considered in the median of a comparator group.

Balance:The CEO's realized variable pay for the year under review is considered excessive at 702.9% of salary (Annual Bonus: 74.9%, LTIP: 628%). The LTIP award for the year is considered excessive The ratio of CEO to average employee pay has been estimated and is found unacceptable at 25:1. Changes in CEO pay over the last five years are not considered to be in line with changes in Company's TSR performance over the same period.

Rating: BE

Vote Cast: *Oppose*

Results: For: 67.1, Abstain: 3.2, Oppose/Withhold: 29.7,

15. *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: 89.4, Abstain: 0.0, Oppose/Withhold: 10.6,

WIZZ AIR HOLDINGS PLC AGM - 24-07-2019

2. *Approve the Remuneration Report*

Disclosure: All elements of the Single Total Remuneration Table are adequately disclosed. CEO salary is in line with the Company since the salary for the CEO increased by 6.8% and the salary of the workforce increased by 16.6%. The CEO salary is in the median of a peer comparator group.

Balance:The changes in the CEO pay are not considered in line with the changes in Company's TSR performance over the same period. The CEO's variable pay for the year under review is at 532.3% of the salary (Annual Bonus: 53.8% and LTIP: 478.5%) and considered excessive. In addition, the ratio of CEO pay compared to average employee pay is considered excessive at 28:1. PIRC proposes a CEO pay ratio no more than 20:1.

Rating:AE

Vote Cast: *Oppose*

Results: For: 86.7, Abstain: 0.9, Oppose/Withhold: 12.4,

5. Re-elect Guido Demuynck

Independent Non-Executive Director.

Vote Cast: *For*

Results: For: 88.9, Abstain: 0.0, Oppose/Withhold: 11.1,

21. 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: 87.5, Abstain: 0.0, Oppose/Withhold: 12.5,

23. 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: 89.7, Abstain: 0.0, Oppose/Withhold: 10.2,

MERLIN ENTERTAINMENTS PLC COURT - 03-09-2019

1. Approve Scheme of Arrangement

Introduction: From the formation of the Company in 1999 its aim was to create a high growth, high return family entertainment company based on strong brands and a global portfolio of assets that is naturally hedged against the impact of external factors. During the early stages of its development Merlin was privately owned and, with the support of partners, including Blackstone and KIRKBI, invested significant capital in growing its business organically and through acquisitions. While total shareholder return has been attractive, more recent share price performance and investor sentiment have been impacted by a number of external events in markets which the group operates. In addition, the broader macroeconomic environment in which the group has been operating in recent years has been more challenging creating short to medium term headwinds, in particular as the group seeks to manage cost pressures across the business. Whilst the Merlin Board did not solicit an offer for Merlin, the Merlin Board regularly considers all options for driving shareholder value and maintains a regular dialogue with its shareholders. The initial proposal from the consortium was at GBP 425 pence per share which the members of the Board didn't consider it appropriate for the level of the Company's value. After the Consortium had made four separate proposals and its latest proposal reached a level of GBP 455 pence in cash On 28 June 2019 the Merlin Independent Directors and the board of Bidco announced that they had agreed the terms of a recommended cash acquisition pursuant to which Bidco will acquire the entire issued and to be issued share capital of Merlin, other than Merlin Shares owned or controlled by KIRKBI, to be effected by means of a Court-sanctioned scheme of arrangement under Part 26 of the Companies Act.

Terms of the Proposal: The Scheme shareholders are entitled to receive for each share GBP 455 pence in cash. The price is representing a premium approximately, i) 36.8% to the undisturbed Closing Price of 333 pence per Merlin Share on 22 May 2019, ii) 31% to the undisturbed six-month volume weighted average price of 347 pence per Merlin Share to 22 May 2019, and iii) 15.2% to the Closing Price of 395 pence per Merlin Share on 27 June 2019. The Acquisition values the entire

issued and to be issued share capital of Merlin at approximately GBP 4,765 million on a fully diluted basis and implies an enterprise value of GBP 5,904 million and a multiple of approximately 12.0x Merlin's underlying EBITDA of GBP 494 million for the year ended 29 December 2018. Bidco will have the right to reduce the amount of consideration payable for each Scheme Share by an amount up to the amount of any dividend and/or other distribution and/or return of capital which is declared, made or paid or becomes payable in respect of the Merlin Shares on or after the date of the Rule 2.7 Announcement and before the Effective Date. The Merlin Shares owned or controlled by KIRKBI representing 29.58% of the issued share capital are not Scheme Shares and will not be acquired by Bidco pursuant to the Acquisition. Pursuant to the Share Exchange Agreement, KIRKBI has agreed, subject to the Acquisition becoming Effective, to transfer such Merlin Shares to Bidco on the Effective Date.

Recommendation: Following the Scheme becoming Effective and the transfer of the Merlin Shares owned or controlled by KIRKBI to Bidco pursuant to the Share Exchange Agreement, the entire issued share capital of Merlin will be held by Bidco. Shareholders will realize their investment in Merlin for cash at a fair and reasonable value, the premium is approximately 37% the undisturbed closing share price of GBP 333 pence on 22 May 2019, and 31% to the undisturbed volume weighted average closing share price of GBP 347 pence for the six-month period ended 22 May 2019. The proposal is beneficial for the shareholders, therefore support is recommended.

Vote Cast: *For*

Results: For: 83.8, Abstain: 0.0, Oppose/Withhold: 16.2,

ASHTEAD GROUP PLC AGM - 10-09-2019

5. *Re-elect Paul Walker*

Chair. Independent upon appointment. However, Mr Walker is also chairing another company within the FTSE 350 index Halma plc. 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: 89.1, Abstain: 0.5, Oppose/Withhold: 10.4,

DIAGEO PLC AGM - 19-09-2019

8. *Re-elect Ho KwonPing*

Independent Non-Executive Director.

Vote Cast: *For*

Results: For: 88.5, Abstain: 0.2, Oppose/Withhold: 11.3,

NCC GROUP PLC AGM - 25-09-2019

15. *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: 89.8, Abstain: 0.0, Oppose/Withhold: 10.2,

3 Oppose/Abstain Votes With Analysis

GREAT PORTLAND ESTATES PLC AGM - 04-07-2019

3. Approve the Remuneration Report

All elements of the Single Total Remuneration Table are adequately disclosed. The CEO's salary is in the median of PIRC's comparator group. The balance of CEO realised pay with financial performance is considered acceptable as the change in CEO total pay over the last five years is aligned to the change in TSR over the same period. Total variable pay for the year under review was acceptable, amounting to approximately 28.57% of salary for the CEO which is inclusive of only the annual bonus. No LTIPs vested. However, the CEO was awarded an LTIP during the year which is considered excessive at approximately 300% of his base salary. The ratio of CEO pay compared to average employee pay is acceptable, standing at 6:1.

Rating: CB

Vote Cast: *Abstain*

Results: For: 94.9, Abstain: 0.7, Oppose/Withhold: 4.4,

5. Re-elect Nick Sanderson

Finance and Operations Director. Acceptable service contract provisions. However, he was a former Executive at Deloitte, the Company's auditor which raises concerns over a potential conflict of interest between his previous role as an Executive at Deloitte and his current role as a Finance and Operations Director. On this basis, opposition is recommended.

Vote Cast: *Oppose*

Results: For: 99.3, Abstain: 0.0, Oppose/Withhold: 0.7,

11. Re-appoint Deloitte LLP as Auditors

Deloitte proposed. There were no non-audit fees during the year under review and non-audit fees represents approximately 3.23% of audit fees 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 addition, there are concerns over a potential conflict of interest between the auditor and the Company's Finance and Operations Director who was a former Executive at Deloitte.

Vote Cast: *Oppose*

Results: For: 98.4, Abstain: 0.2, Oppose/Withhold: 1.4,

15. 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: 95.6, Abstain: 0.9, Oppose/Withhold: 3.5,

16. Authorise Share Repurchase

The authority is limited to 14.99% 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: 99.1, Abstain: 0.0, Oppose/Withhold: 0.9,

17. Meeting Notification-related Proposal

All companies should aim to provide at least 20 working days notice for general meetings in order to give shareholders sufficient time to consider what are often complex issues. However, as the proposed change is permissible by the Companies Act. It is noted this resolution received a significant number of oppose votes of approximately 12.39% at the 2018 AGM which has not been adequately addressed. On this basis, opposition is recommended.

Vote Cast: *Oppose*

Results: For: 91.2, Abstain: 0.0, Oppose/Withhold: 8.8,

AVEVA GROUP PLC AGM - 08-07-2019

2. Approve the Remuneration Report

Disclosure: All elements of the Single Total Remuneration Table are adequately disclosed. The increase in CEO salary is in line with the rest Company. The CEO received an increase to his base salary of 2.6% in line with the average increase of the UK workforce. CEO's salary is considered to be above the median range of the CEO salaries in the peer group.

Balance: The balance of CEO realized pay with financial performance is not considered acceptable as the change in CEO total pay over the last five years is not aligned to the change in TSR over the same period. Over the five-year period average annual increase in CEO pay has been approximately 157.6% whereas, on average, TSR has increased by 26.35%. This is caused partially by the vesting of the 'buy-out' award amounting to GBP 5,708,000 for the CEO as compensation for the loss of significant equity awards on leaving PTC. The CEO's total variable pay for the year under review is comprised from the Annual Bonus award and amounts to 122.4% of base salary which is not deemed to be overly excessive. However, the CEO has been awarded a one-off award of GBP 5,708,000 millions which is 815% of the salary and is deemed inappropriately excessive. The ratio of CEO pay compared to average employee pay is slightly non appropriate at 21:1.

Buy-out awards made in relation to the recruitment of Craig Hayman are not considered appropriate. The total value of awards made to Mr Hayman amount to GBP 5,708,000.00 which is considered highly excessive. The buy-out awards are not subject to performance conditions which is not considered appropriate. Awards are subject to repayment within three years if Craig Hayman is dismissed within three years of joining.

Rating: AE

Vote Cast: *Oppose*

Results: For: 78.4, Abstain: 0.7, Oppose/Withhold: 20.9,

7. Re-elect Philip Aiken

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: 92.9, Abstain: 1.0, Oppose/Withhold: 6.1,

13. Appoint the Auditors

EY proposed. Non-audit fees represented 86.00% of audit fees during the year under review and 70.74% on a three-year aggregate basis. Although that part of the

non-audit fees are related with action taken for the combination with SE Software. This level of non-audit fees raises major 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. Opposition is recommended.

Vote Cast: *Oppose*

Results: For: 98.7, Abstain: 0.0, Oppose/Withhold: 1.3,

15. *Authorise Share Repurchase*

It is proposed to authorise the Board to purchase Company's shares until 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: 98.6, Abstain: 0.1, Oppose/Withhold: 1.4,

HELICAL PLC AGM - 11-07-2019

9. *Elect Joe Lister as Director*

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*

Results: For: 99.3, Abstain: 0.7, Oppose/Withhold: 0.0,

3. *Re-elect Richard Grant as Director*

Non-Executive Chair of the Board. As the Chair of the Sustainability Committee is not up for election, the Chair of the Board is considered accountable for the Company's Sustainability programme. As such, given that the Company's sustainability policies and practice are not considered to be adequate in order to minimize material risks linked to sustainability, an abstain vote is recommended.

Vote Cast: *Abstain*

Results: For: 97.9, Abstain: 1.7, Oppose/Withhold: 0.4,

16. *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: 92.2, Abstain: 0.0, Oppose/Withhold: 7.8,

17. *Authorise Share Repurchase*

It is proposed to authorise the Board to purchase Company's shares until 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,

1. *Approve Financial Statements*

Disclosure is adequate. The financial statements were made available sufficiently before the meeting and have been audited and certified. However, given that the Company's sustainability policies and practice are not considered to be adequate in order to minimize material risks linked to sustainability, and there are no directors up for election at this meeting, who could be held accountable for the Company's sustainability programme, an abstain vote is recommended on the Annual Report.

Vote Cast: *Abstain*

Results: For: 99.2, Abstain: 0.7, Oppose/Withhold: 0.0,

ALIBABA GROUP HOLDING LIMITED AGM - 15-07-2019

2.3. *Elect Jerry Yang as Director*

Non-Executive Director. Not considered independent owing to an aggregate tenure of over nine years. There is insufficient independent representation on the Board.

Vote Cast: *Oppose*

INDITEX (INDUSTRIA DE DISEÑO TEXTIL) SA AGM - 16-07-2019

6.a. *Reelect Pablo Isla Alvarez de Tejera as Director*

Executive Chair. Although the position of chair and CEO are becoming separate, the current chair will retain executive tasks. It is considered that, in terms of good practice, 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*

6.b. *Reelect Amancio Ortega Gaona as Director*

Non-Executive Director. Not considered to be independent as he is the Founder of the Company and was the Executive Chair until January 2011. Mr Amancio Ortega Gaona is the indirect holder of Inditex shares through two significant shareholders: Pontegadea Inversiones S.L. and Partler 2006, S.L. There is insufficient independent representation on the Board.

Vote Cast: *Oppose*

6.d. *Reelect Emilio Saracho Rodriguez de Torres as Director*

Non-Executive Director. Not considered independent owing to a tenure of over nine years. There is insufficient independent representation on the Board.

Vote Cast: Oppose

8. Appoint the Auditors

Deloitte proposed. Non-audit fees represented 1.54% of audit fees during the year under review and 2.29% 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.

Vote Cast: Abstain

9. Approve Restricted Stock Plan

The Board proposes the approval of a new executive incentive plan. The Plan consists of the combination of a pluri-annual bonus in cash and the promise to deliver free shares which, once a specific period of time has elapsed and the achievement of some specific objectives has been verified, shall be paid to the beneficiaries of the Plan, either in full or in the relevant applicable percentage. Executive directors will receive, if appropriate, an incentive to be implemented as follows: 60% in shares and 40% in cash. The remaining members of management and employees who are beneficiaries of the Plan will receive, if appropriate, an incentive to be implemented as follows: 60% in shares and 40% in cash; 50% in shares and 50% in cash; 40% in shares and 60% in cash; or, 25% in shares and 75% in cash, based upon the system assigned to each beneficiary. The achievement of the objectives shall be assessed through identifiable and quantifiable parameters called metrics. The incentive to be paid to each beneficiary will depend upon the following metrics, each with a 1/3 weigh: PBT (Profit Before Taxes) growth: defined as the growth of profit before taxes in a certain period of time, expressed in percentage terms; Same-store Sales growth (MMTT): defined as the growth of sales in comparable physical and online stores, according to the information released by the Company, expressed in percentage terms; Relative Total Shareholder Return (TSR), defined as the comparison of the evolution of an investment in Inditex's shares with the evolution of an investment in shares of any of the companies included in the Benchmark Group of companies (as defined below), determined by the ratio (expressed as a percentage) between the final value of an hypothetical investment in shares (reinvesting the dividends from time to time) and the initial value of that same hypothetical investment. In case of over-achievement, the maximum incentive granted might be exceeded, capped at 125%. The Plan has a total duration of 4 years and is divided into two separate and independent time cycles. The first cycle of the Plan runs from 1 February 2019 through 31 January 2022. The second cycle of the Plan extends from 1 February 2020 through 31 January 2023. Performance targets have not been fully quantified at this time, which makes an informed assessment impossible and may lead to (partial) payment against (partial) failure.

LTIP based schemes are inherently flawed. There is the risk that they are rewarding volatility rather than the performance of the Company (creating capital and - lawful - dividends). They act 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

10. Authorise Share Repurchase

It is proposed to authorise the Board to purchase Company's shares for 10% and five years. 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. The Company has stated that this resolution may authorise the Board of Directors to allocate all or part of its repurchased shares to remuneration schemes. However, this is not considered to be sufficient, as it includes only part of the requested authority. As no clear justification was provided by the Board regarding the full use of the authority, an oppose vote is recommended.

Vote Cast: Oppose

11. Approve Remuneration Policy

It is proposed to amend the remuneration policy for directors for financial years 2019, 2020 y 2021, in order to add the annual fixed remuneration of Mr Carlos Crespo González. The annual fixed remuneration of the new executive director, Mr Carlos Crespo González, will amount to EUR 1.5 million. The remaining provisions of the remuneration policy are unchanged.

It is proposed to approve the remuneration policy. Variable remuneration appears to be consistently capped, and the payout is in line with best practice. There are claw back clauses in place over the entirety of the variable remuneration, which is welcomed. However, the Company has not disclosed quantified targets or performance criteria for its variable remuneration component, which may lead to overpayment against underperformance. On balance, abstention is recommended.

Vote Cast: Abstain

12. Approve the Remuneration Report

It is proposed to approve the annual report on remuneration of Executive and Non-Executive Directors with an advisory vote. The Company discloses all elements of remuneration for Executives and Non-Executives. The payout is in line with best practice, being under 200% of the fixed salary. There are claw back clauses in place over the entirety of the variable remuneration, which is welcomed. However, the Company has not fully disclosed quantified targets against which the achievements and the corresponding variable remuneration has been calculated. Although a common practice in this market as this is deemed to be sensitive information, it prevents an accurate assessment and may lead to overpayment against underperformance. On balance, abstention is recommended.

Vote Cast: Abstain

BURBERRY GROUP PLC AGM - 17-07-2019

2. Approve the Remuneration Report

All elements of the Single Total Remuneration Table are adequately disclosed. The CEO's salary is considered to be in the upper quartile of PIRC's comparator group which raises concerns over the excessiveness of his pay. It is noted that the Remuneration Report registered a significant level of oppose votes of approximately 10.76% at the 2018 AGM which has not been adequately addressed. Performance conditions and targets for the ESP are stated. It is noted that the Board considers the Adjusted PBT bonus targets to be commercially sensitive and stated that the targets will be disclosed in the 2019/20 financial year. However, it should be noted that PBT is considered an inappropriate executive performance measure as it is not in line with the shareholder experience of benefiting from profits after tax. The CEO's pay over the last five-year period is considered in line with the Company TSR performance over the same period. The ESP awards granted during the year were excessive, amounting to 325% of salary for the CEO. Also, the total variable pay for the year under review is also considered to be overly excessive, amounting to 211.93% of salary for the CEO, exceeding the recommended limit of 200% of salary. The ratio of CEO pay compared to average employee pay is not acceptable at 57:1; it is recommended that the ratio does not exceed 20:1.

Rating: BD

Vote Cast: Oppose

Results: For: 97.5, Abstain: 0.0, Oppose/Withhold: 2.5,

4. Re-elect Gerry Murphy

The Chair is also chairing another company within the FTSE 350 index. He is also Chair of Tate & Lyle plc, a FTSE 250 company. 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: 97.3, Abstain: 0.4, Oppose/Withhold: 2.3,

6. Re-elect Jeremy Darroch

Senior Independent Director. Considered independent. However, this Director has an attendance record of less than 90% for both Board and Committee meetings which they were eligible to attend during the year. An oppose vote is therefore recommended.

Vote Cast: *Oppose*

Results: For: 99.1, Abstain: 0.0, Oppose/Withhold: 0.9,

10. Re-elect Orna NiChionna

Independent Non-Executive Director. However, the Company's remuneration for the year under review is considered excessive and unacceptable. As she was the Chair of the Remuneration Committee throughout the year, she harbours the responsibility to address such issues. An oppose vote is therefore recommended.

Vote Cast: *Oppose*

Results: For: 99.1, Abstain: 0.0, Oppose/Withhold: 0.9,

13. Re-appoint PricewaterhouseCoopers LLP as Auditors

PwC proposed. Non-audit fees represented 8.33% of audit fees during the year under review and 15.94% 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: 97.7, Abstain: 0.0, Oppose/Withhold: 2.3,

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: 99.2, Abstain: 0.0, Oppose/Withhold: 0.8,

AO WORLD PLC AGM - 17-07-2019

2. Approve the Remuneration Report

Disclosure:All elements of the Single Total Remuneration Table are adequately disclosed. Next year's fees and salaries for all directors are clearly stated. The CEO's salary is considered to be in the median of PIRC's comparator group. There was no increase in the CEO's salary while salaries for other employees increased by 3.4%.

Balance:The highest pay Executive variable pay for the year under review is considered acceptable at 67.15% of salary for the annual bonus(0.05%) the AO award (50.5%) and the LTIP (16.6%). The ratio of the Executive pay compared to average employee pay is considered appropriate at 18:1. The balance of the highest pay Executive realized pay with financial performance is not considered acceptable as the change in the highest pay Executive total pay over the last five years is not aligned to the change in TSR over the same period.

Rating:AC

Vote Cast: *Abstain*

Results: For: 88.9, Abstain: 0.0, Oppose/Withhold: 11.1,

15. *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: 95.4, Abstain: 0.0, Oppose/Withhold: 4.6,

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: 98.0, Abstain: 0.0, Oppose/Withhold: 2.0,

JOHNSON MATTHEY PLC AGM - 17-07-2019

2. *Approve the Remuneration Report*

Disclosure:All elements of the Single Total Remuneration Table are adequately disclosed. The change in the CEO's salary is in line with the rest of the Company, as the CEO's salary rose by 2.5%, and the change in the salaries of the employee comparator group chosen by the Company was an increase of 7.37%.

The CEO's salary is in the upper quartile of the Company's comparator group. Performance conditions and past targets for the annual bonus are adequately disclosed. Performance conditions and targets for the PSP are adequately disclosed. All share incentive awards are fully disclosed with award dates and prices.

Balance:Changes in CEO pay in the last five years are considered to be in line with changes in TSR over the same period. Total variable pay for the year under review is at 211.9% of the salary(Annual Bonus 80.7% and LTIP 131.2%)s and is considered excessive. The ratio of CEO pay compared to average employee pay is not acceptable at 34:1; it is recommended that the ratio does not exceed 20:1.

Rating:AC

Vote Cast: *Abstain*

Results: For: 98.1, Abstain: 0.9, Oppose/Withhold: 1.0,

18. *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: 93.6, Abstain: 0.8, Oppose/Withhold: 5.6,

19. 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: 98.7, Abstain: 0.2, Oppose/Withhold: 1.1,

HOMESERVE PLC AGM - 19-07-2019

2. Approve the Remuneration Report

Disclosure:All elements of the Single Total Remuneration Table are adequately disclosed. A 2% increase in the CEO's salary is considered in line with a 3.6% increase for other employees. The CEO's salary is considered in the median of a comparator group.

Balance:The CEO's realized variable pay for the year under review is considered excessive at 702.9% of salary (Annual Bonus: 74.9%, LTIP: 628%). The LTIP award for the year is considered excessive. The ratio of CEO to average employee pay has been estimated and is found unacceptable at 25:1. Changes in CEO pay over the last five years are not considered to be in line with changes in Company's TSR performance over the same period.

Rating: BE

Vote Cast: *Oppose*

Results: For: 67.1, Abstain: 3.2, Oppose/Withhold: 29.7,

4. Re-elect Barry Gibson

Chair. Independent upon appointment. However, this director is no longer considered independent owing to a tenure of over nine years. On this basis, an oppose vote is recommended.

Vote Cast: *Oppose*

Results: For: 94.2, Abstain: 0.0, Oppose/Withhold: 5.8,

13. Appoint the Auditors

Deloitte proposed. Non-audit fees represented 0.00% of audit fees during the year under review and 5.36% 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. Opposition is recommended.

Vote Cast: *Oppose*

Results: For: 94.9, Abstain: 0.0, Oppose/Withhold: 5.1,

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: 89.5, Abstain: 2.0, Oppose/Withhold: 8.5,

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: 99.2, Abstain: 0.1, Oppose/Withhold: 0.6,

WIZZ AIR HOLDINGS PLC AGM - 24-07-2019

2. *Approve the Remuneration Report*

Disclosure: All elements of the Single Total Remuneration Table are adequately disclosed. CEO salary is in line with the Company since the salary for the CEO increased by 6.8% and the salary of the workforce increased by 16.6%. The CEO salary is in the median of a peer comparator group.

Balance: The changes in the CEO pay are not considered in line with the changes in Company's TSR performance over the same period. The CEO's variable pay for the year under review is at 532.3% of the salary (Annual Bonus: 53.8% and LTIP: 478.5%) and considered excessive. In addition, the ratio of CEO pay compared to average employee pay is considered excessive at 28:1. PIRC proposes a CEO pay ratio no more than 20:1.

Rating:AE

Vote Cast: *Oppose*

Results: For: 86.7, Abstain: 0.9, Oppose/Withhold: 12.4,

3. *Re-elect William Franke*

Incumbent Chair. Not independent upon appointment, as he is the managing partner of Indigo, a substantial shareholder of the company. This raises important governance concerns as it is considered that the Chairman should not be connected to a significant shareholder in order to protect the rights of the minority shareholders. Furthermore, the Board lacks sufficient female representation and no statement has been made in the report regarding the Company's plans to address this imbalance. As he is the Chairman of the Nomination Committee, it is recommended shareholders oppose.

Vote Cast: *Oppose*

Results: For: 92.2, Abstain: 0.6, Oppose/Withhold: 7.2,

19. *Appoint the Auditors*

PwC proposed. Non-audit fees represented 92.14% of audit fees during the year under review and 138.24% on a three-year aggregate basis. This level of non-audit fees raises major 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. Opposition is recommended.

Vote Cast: *Oppose*

Results: For: 98.5, Abstain: 0.9, Oppose/Withhold: 0.5,

23. *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: 89.7, Abstain: 0.0, Oppose/Withhold: 10.2,

DRAPER ESPRIT PLC AGM - 24-07-2019

2. Approve the Remuneration Report

The main elements of the remuneration package for Executive Directors are: Base salary, Performance-related annual bonus, Other benefits (including life and health insurance), Participation in the Company's carried interest plans, Participation in the Company's Share Option Plan (CSOP).

The 2019/20 annual bonus for Executive Directors will be assessed against financial KPIs and be capped at 60% of the salary. 50% of the annual bonus potential (i.e. 30% of base salary) is earned for achieving threshold performance, increasing on a straight-line basis to 80% (48% of base salary) for achieving target performance then increasing on a straight-line basis to 120% of bonus potential (72% of base salary) for achieving stretch levels of performance. Actual performance targets are not disclosed as they are considered to be commercially sensitive at this time. Although there are no serious excessiveness concerns with the paid amounts, lack of full disclosure of targets and underlying achievements prevents and informed assessment.

Vote Cast: *Abstain*

13. 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*

MAJESTIC WINE PLC AGM - 08-08-2019

1. Receive the Annual Report

Disclosure is adequate and the annual report was made available sufficiently before the meeting. The financial statements have been audited and unqualified. Although not required to do so under AIM listing regulations, the Remuneration report was submitted to shareholder's approval which is welcomed. However, it is noted that the Company has not provided shareholders with an opportunity to approve dividends paid during the year. Given the lack of opportunity to approve the dividend, shareholders are recommended to oppose.

Vote Cast: *Oppose*

7. Re-appoint Deloitte LLP as Auditors

Deloitte proposed. There were no payment for Non-audit fees during the year while non-audit fees represent approximately 1.92% of audit fees 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.

Vote Cast: Abstain

11. Approve the Remuneration Report

The Disclosure is considered adequate. The maximum potential award under all incentive plans is not considered excessive as it represent approximately 150% of CEO's salary. The total variable pay is also considered appropriate as it represents approximately 15% of his salary which is inclusive of only the annual bonus. It is noted that the CEO, Rowan Gormley received MIP payments amounting to approximately 440.7% of his base salary. It remains unclear why he was awarded such excessive amounts. Also, none of the metrics used for these plans are non-financial indicators. The absence of non-financial parameters to assess Executives' long-term performance is considered contrary to best practice as such factors allow the remuneration policy to focus on the operational performance of the business as a whole and the individual roles of each of the senior executives in achieving that performance. According to best practice, the scheme should operate at least two quantifiable performance metrics in an interdependent fashion. On balance, opposition is recommended.

Vote Cast: Oppose

12. Approve Remuneration Policy

The policy disclosure is considered acceptable. It is noted there are no non-financial performance measures attached to the LTIP and so the focus of remuneration policy is not the operational performance of the business as a whole or the individual roles of each of the executives in achieving that performance. Instead, the focus of the remuneration policy is financial KPIs, which mainly include factors beyond an individual director's control. The LTIP only utilises TSR as the sole metric. According to best practice, the scheme should operate at least two quantifiable performance metrics in an interdependent fashion. It is also noted that Executives are required to defer 50% of any bonus earned for one year which is not considered sufficient. It is recommended that at least 50% of the bonus is deferred for at least two years. Additionally, the performance period for the LTIP is three years which is not considered sufficiently long-term. Best practice is for vested shares to be held by Executives for at least two years. The Company's remuneration structure is not considered sufficient in order to support this proposal. On balance, opposition is recommended.

Vote Cast: Oppose

MAJESTIC WINE PLC EGM - 06-09-2019

1. Approve Disposal

It is proposed that shareholders approve the sale of the entire issued share capital of the Majestic Retail and Commercial Businesses to a vehicle controlled by funds managed by Fortress Investment Group LLC for total consideration of GBP95million. The Company further state that a separate sale of a freehold property to an independent third party, conditional on approval of a planning application for redevelopment, is expected to realise a further GBP5 million, bringing total proceeds of the Disposal and the sale of the freehold property to approximately GBP100 million.

Terms of the Disposal: The Purchaser will pay an initial cash consideration of approximately GBP78 million for the shares of the Sale Companies. An additional GBP5 million of consideration is deferred for two years and is payable contingent on the post-Brexit regulatory landscape and performance of LCDC, comprising the Group's French operations. A further GBP12 million of consideration is being financed by the Loan Note to be issued by the Purchaser to the Company.

Background and Reasons: The Board states that while it believes that Majestic Retail and Commercial have the potential to be long-term winners, the Board considers that focusing the Group's resources behind Naked is the best way to maximise value for the Company's shareholders. The Company states that Naked

operates in much larger and faster growing markets, it has a disruptive model that will benefit from the consumer shift towards online, and it has first mover advantage and a more defensible competitive position relative to Majestic Retail and Commercial. The Company further states that the Disposal is a big step towards simplifying the Company into one business model, operating under a single brand, with intense management focus on delivering an ambitious growth strategy.

Use of Proceeds: The net proceeds will initially be used to: (i) eliminate the Continuing Group's net debt; (ii) invest in the growth of Naked; and (iii) return GBP 3.8 million to Shareholders by way of a special dividend of 5.2p per share.

Recommendation: The proposed transaction has been adequately described and justified by the Board which is welcomed. However, the company has failed to disclose an assessment of the potential risks associated with the disposal. Also, the balance of independent representation on the Board is not considered to be sufficient. Independent oversight provides assurance that the proposed disposal is undertaken with appropriate independent judgement and oversight. A vote to oppose is therefore recommended.

Vote Cast: Oppose

2. 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

OXFORD INSTRUMENTS PLC AGM - 10-09-2019

10. Appoint the Auditors

KPMG proposed. Non-audit fees represented 12.79% of audit fees during the year under review and 11.67% 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. Opposition is recommended.

Vote Cast: Oppose

Results: For: 90.7, Abstain: 0.0, Oppose/Withhold: 9.3,

12. Approve the Remuneration Report

Disclosure:All elements of the Single Total Remuneration Table are adequately disclosed. The change in the CEO's salary is in line with the rest of the Company, as the CEO's salary increased by 2.5% while average employee pay rose by the same amount. The CEO's salary is in the median of the Company's comparator group

Balance:The changes in CEO total pay under the last five years are not considered in line with changes in TSR over the same period. Total variable pay for the year under review was excessive, amounting to 277% (Annual Bonus 95%, LTIP 182%) of salary for the CEO. The ratio of CEO pay compared to average employee pay is acceptable at 17:1.

Rating: AD

Vote Cast: Oppose

Results: For: 99.1, Abstain: 0.0, Oppose/Withhold: 0.9,

15. *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: 92.5, Abstain: 0.0, Oppose/Withhold: 7.5,

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,

ASHTEAD GROUP PLC AGM - 10-09-2019

2. *Approve the Remuneration Report*

Disclosure:All elements of the Single Total Remuneration Table are adequately disclosed. CEO pay is in line with the Company as the CEO increase was 3% and the workforce was 5%.The CEO's salary is in the median of the Company's comparator group.

Balance:The changes in CEO total pay under the last five years are considered in line with changes in TSR during the same period.Total variable pay for the CEO during the year under review amounted to 545.9% (AB: 178.4% and PSP 367.5%)of salary, which is considered excessive as total variable pay should not exceed 200% of salary. The ratio of CEO pay compared to average employee pay is not acceptable at 42:1; the ratio should not exceed 20:1.

Rating: AD.

Vote Cast: *Oppose*

Results: For: 94.5, Abstain: 2.0, Oppose/Withhold: 3.6,

3. *Approve Remuneration Policy*

Policy rating:BDB Annual Bonus (Deferred Bonus Plan, DBP), maximum opportunity is at 225% of the salary. Stretching financial targets are set by the Committee at the start of each financial year. Target performance earns 50% of the maximum bonus opportunity. The Remuneration Committee is of the opinion that given the commercial sensitivity arising in relation to the detailed financial targets used for the DBP, disclosing precise targets for the bonus plan in advance would not be in shareholder interests. Two third of the Bonus are paid in cash and one third is deferred to shares for a three-year period. It is recommended that at least half of the annual bonus is subjected to share deferral for two years. Malus and Clawback provisions apply for the Deferred Bonus Plan. Long-Term Incentive Plan (LTIP), maximum opportunity is at 250% of the salary. Performance measures are, total shareholder return (40%), earnings per share (25%), return on investment (25%), and leverage (10%). At target performance 32.5% of the award vests. The vesting period is three years which is not considered sufficiently long-term, however a two-year holding period applies which is welcomed. Malus and Clawback provision apply to the Performance Share Plan (PSP). The potential variable pay of CEO's is 475% of base salary and is considered excessive. Shareholding, minimum shareholding requirement is at 300% of the salary for the Chief Executive and 200% of the salary for the other Executives, the Directors should build and maintain the material shareholding for a period of five years. Pension, pension contributions are 40% of the salary, however for the new Executives the contribution set at 15% of the salary.

Vote Cast: *Oppose*

Results: For: 97.9, Abstain: 0.0, Oppose/Withhold: 2.1,

5. *Re-elect Paul Walker*

Chair. Independent upon appointment. However, Mr Walker is also chairing another company within the FTSE 350 index Halma plc. 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: 89.1, Abstain: 0.5, Oppose/Withhold: 10.4,

8. *Elect Angus Cockburn*

Newly-appointed, Senior Independent Director. Considered independent. There are concerns over a potential conflict of interest between his role as an Executive in a listed company Serco Group Plc and membership of the remuneration committee. An abstain vote is recommended.

Vote Cast: *Abstain*

Results: For: 99.1, Abstain: 0.7, Oppose/Withhold: 0.2,

11. *Elect Lindsley Ruth*

Newly-appointed, Independent Non-Executive Director. There are concerns over a potential conflict of interest between her role as an Executive in a listed company Electrocomponents Plc and membership of the remuneration committee. An abstain vote is recommended.

Vote Cast: *Abstain*

Results: For: 99.1, Abstain: 0.7, Oppose/Withhold: 0.2,

12. *Appoint the Auditors*

Deloitte proposed. Non-audit fees represented 6.63% of audit fees during the year under review and 4.64% 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. Opposition is recommended.

Vote Cast: *Oppose*

Results: For: 94.8, Abstain: 0.0, Oppose/Withhold: 5.2,

16. *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: 97.0, Abstain: 0.1, Oppose/Withhold: 2.9,

17. *Authorise Share Repurchase*

It is proposed to authorise the Board to purchase Company's shares until 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: 98.3, Abstain: 0.0, Oppose/Withhold: 1.6,

NETEASE, INC AGM - 13-09-2019

1b. Elect Alice Cheng

Non-Executive Director. Not considered independent owing to a tenure of over nine years. There is insufficient independent representation on the Board. Opposition is recommended.

Vote Cast: *Oppose*

1c. Elect Denny Lee

Non-Executive Director. Not considered independent as the Director had served as Chief Financial Officer and Financial Controller in the Company . There is insufficient independent representation on the Board. Opposition is recommended.

Vote Cast: *Oppose*

1d. Elect Joseph Tong

Non-Executive Director. Not considered independent owing to a tenure of over nine years. There is insufficient independent representation on the Board. Opposition is recommended

Vote Cast: *Oppose*

1e. Elect Lun Feng

Non-Executive Director. Not considered independent owing to a tenure of over nine years. There is insufficient independent representation on the Board. Opposition is recommended.

Vote Cast: *Oppose*

1f. Elect Michael Leung

Non-Executive Director. Not considered independent owing to a tenure of over nine years. There is insufficient independent representation on the Board. Opposition is recommended.

Vote Cast: *Oppose*

1g. *Elect Michael Tong*

Non-Executive Director. Not considered independent as the Director has served as Executive Director in the Company. There is insufficient independent representation on the Board. Opposition is recommended.

Vote Cast: *Oppose*

2. *Appoint the Auditors*

PwC proposed. Non-audit fees represented 5.16% of audit fees during the year under review and 8.36% 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. Opposition is recommended.

Vote Cast: *Oppose*

DIAGEO PLC AGM - 19-09-2019

2. *Approve the Remuneration Report*

Disclosure: All elements of the Single Total Remuneration Table are adequately disclosed. The increase in CEO salary (+2%) is in line with the average salary increase for US and UK workforce (+3%). As a Company which is operating on a global scale, PIRC would prefer to see disclosure of salary movements across all employees and not just the US and UK. The CEO's salary is in the upper quartile of the Company's comparator group. This raises concerns over potential excessiveness of variable incentive schemes as the base salary determines the overall quantum on the remuneration structure.

Balance: The balance of CEO realized pay with financial performance is not considered acceptable as the change in CEO total pay over the last five years is not aligned to the change in TSR over the same period. Over the five-year period average annual increase in CEO pay has been approximately 35.18% whereas, on average, TSR has increased by 17.18%. Total realized rewards under all incentive schemes amounted to 796.46% of base salary (Annual Bonus: 122.26% - LTIP: 299.2% and DLTIP award: 374.7 %) which is considered highly excessive. CEO pay compared to average employee pay stands at 60:1, which is not considered to be appropriate.

Rating: AE

Vote Cast: *Oppose*

Results: For: 96.3, Abstain: 0.7, Oppose/Withhold: 3.1,

15. *Approve Political Donations*

The proposed authority is subject to an overall aggregate limit on political donations and expenditure of GBP 100,000 which is within recommended limits. However, it is noted that the Group made political donations of GBP 380,000 state candidate committees, state political parties and federal leadership committees in North America. This raises concerns about the potential political donation which could be made by the Company under this authority. An oppose vote is therefore recommended.

Vote Cast: *Oppose*

Results: For: 97.2, Abstain: 0.5, Oppose/Withhold: 2.3,

19. *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: 98.5, Abstain: 0.1, Oppose/Withhold: 1.4,

AUTO TRADER GROUP PLC AGM - 19-09-2019

2. Approve the Remuneration Report

All elements of the Single Total Remuneration Table are adequately disclosed. The increase in CEO's salary is considered to be in line with the salary of the workforce. The CEO's salary is in the median of a PIRC's comparator group. The balance of the CEO's realised pay with financial performance is not considered acceptable as the change in pay over the last five years is not aligned to the change in TSR over the same period. The CEO's total realised rewards under all incentive schemes during the year is considered excessive amounting to approximately 237.7% of his base salary (Annual Bonus: 115.1% : LTIP: 122.6%). In addition, the ratio of CEO pay compared to the average employee is considered unacceptable at 23:1.

Rating: AD

Vote Cast: *Oppose*

Results: For: 95.5, Abstain: 0.0, Oppose/Withhold: 4.4,

4. Re-elect Ed Williams

Non-Executive Chair of the Board. As the Chair of the Sustainability Committee is not up for election, the Chair of the Board is considered accountable for the Company's Sustainability programme. As such, given the concerns over the Company's sustainability policies and practice, an oppose vote is recommended.

Vote Cast: *Oppose*

Results: For: 96.9, Abstain: 0.0, Oppose/Withhold: 3.1,

15. 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: 91.9, Abstain: 0.0, Oppose/Withhold: 8.1,

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: 98.8, Abstain: 0.0, Oppose/Withhold: 1.1,

MERCIA ASSET MANAGEMENT PLC AGM - 24-09-2019

7. 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*

8. 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*

NCC GROUP PLC AGM - 25-09-2019

2. Approve the Remuneration Report

Disclosure:All elements of the Single Total Remuneration Table are adequately disclosed. CEO wage increase by 2.5% where the UK workforce has an increase of 3% which is in line with the Company. The CEO salary is in the median of the Competitors group.

Balance:No share incentive payments were made to the executive directors during the review period, as the outstanding LTIPs for the executive directors have not yet reached the end of the three-year performance measurement period. LTIP awards were granted in 2018 to both the CEO and CFO. The CEO total pay is not considered in line with changes in TSR during the same period. CEO pay changes by 24.5% in the last five years when TSR changes in the same period are 5.59%. The ratio of CEO pay compared to average employee pay is considered appropriate at 8:1.

Rating: AC

Vote Cast: *Abstain*

Results: For: 97.4, Abstain: 2.6, Oppose/Withhold: 0.0,

4. Appoint the Auditors

KPMG proposed. Non-audit fees represented 5.83% of audit fees during the year under review and 7.81% 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. Abstention is recommended.

Vote Cast: *Abstain*

Results: For: 97.4, Abstain: 2.6, Oppose/Withhold: 0.0,

15. 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: 89.8, Abstain: 0.0, Oppose/Withhold: 10.2,

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: 97.4, Abstain: 0.0, Oppose/Withhold: 2.6,

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

For Private Circulation only

©*Copyright 2019 PIRC Ltd*

Information is believed to be correct but cannot be guaranteed. Opinions and recommendations constitute our judgement as of this date and are subject to change without notice. The document is not intended as an offer, solicitation or advice to buy or sell securities. Clients of Pensions & Investment Research Consultants Ltd may have a position or engage in transaction in any of the securities mentioned.

Pensions & Investment Research Consultants Limited
8th Floor, Suite 8.02, Exchange Tower
2 Harbour Exchange Square
London E14 9GE

Tel: 020 7247 2323
Fax: 020 7247 2457
<http://www.pirc.co.uk>

Regulated by the Financial Conduct Authority

Version 1