North East Scotland Pension Fund

PROXY VOTING REVIEW

PERIOD 1st April 2019 to 30th June 2019

Contents

1 Resolution Analysis

- Number of resolutions voted: 1423 (note that it MAY include non-voting items).
- Number of resolutions supported by client: 975
- Number of resolutions opposed by client: 362
- Number of resolutions abstained by client: 63
- Number of resolutions Non-voting: 11
- Number of resolutions Withheld by client: 10
- 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	53
EUROPE & GLOBAL EU	10
USA & CANADA	17
ASIA	4
TOTAL	84

1.2 Number of Resolutions by Vote Categories

Vote Categories	Number of Resolutions
For	975
Abstain	63
Oppose	362
Non-Voting	11
Not Supported	0
Withhold	10
US Frequency Vote on Pay	1
Withdrawn	1
TOTAL	1423

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	For	Abstain	Oppose	Non-Voting	Not Supported	Withhold	Withdrawn	US Frequency Vote on Pay	Total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	697	44	242	1	0	0	1	0	985
EUROPE & GLOBAL EU	128	7	52	10	0	0	0	0	197
USA & CANADA	139	8	52	0	0	10	0	1	210
ASIA	11	4	16	0	0	0	0	0	31
TOTAL	975	63	362	11	0	10	1	1	1423

1.4 Votes Made in the Portfolio Per Resolution Category

	Portfolio						
	For	Abstain	Oppose	Non-Voting	Not Supported	Withheld	Withdrawn
All Employee Schemes	2	0	1	0	0	0	0
Annual Reports	61	18	60	0	0	0	0
Articles of Association	18	0	1	0	0	0	0
Auditors	75	14	37	0	0	0	0
Corporate Actions	1	0	0	0	0	0	0
Corporate Donations	23	2	3	0	0	0	0
Debt & Loans	0	0	1	0	0	0	0
Directors	508	22	104	0	0	10	0
Dividend	49	0	1	0	0	0	0
Executive Pay Schemes	4	0	13	0	0	0	1
Miscellaneous	52	0	0	0	0	0	0
NED Fees	3	2	3	0	0	0	0
Non-Voting	0	0	0	11	0	0	0
Say on Pay	0	2	11	0	0	0	0
Share Capital Restructuring	8	0	0	0	0	0	0
Share Issue/Re-purchase	132	1	124	0	0	0	0
Shareholder Resolution	39	2	3	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	For	Abstain	Oppose	Non-Voting	Not Supported	Withheld	Withdrawn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	41	0	9	0	0	0	0
Remuneration Reports	5	17	27	0	0	0	0
Remuneration Policy	0	0	6	0	0	0	0
Dividend	35	0	0	0	0	0	0
Directors	366	16	71	0	0	0	0
Approve Auditors	19	8	24	0	0	0	0
Share Issues	97	1	16	0	0	0	0
Share Repurchases	5	0	46	0	0	0	0
Executive Pay Schemes	3	0	3	0	0	0	1
All-Employee Schemes	1	0	1	0	0	0	0
Political Donations	22	1	3	0	0	0	0
Articles of Association	5	0	1	0	0	0	0
Mergers/Corporate Actions	2	0	0	0	0	0	0
Meeting Notification related	42	0	0	0	0	0	0
All Other Resolutions	52	0	35	1	0	0	0
Shareholder Resolution	2	1	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	1	0	0	0	0	0	0
Annual Reports	2	0	2	0	0	0	0
Articles of Association	6	0	0	0	0	0	0
Auditors	4	5	9	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	80	1	19	0	0	10	0
Dividend	3	0	0	0	0	0	0
Executive Pay Schemes	1	0	5	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	2	10	0	0	0	0
Share Capital Restructuring	0	0	0	0	0	0	0
Share Issue/Re-purchase	5	0	4	0	0	0	0

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	10	0	0	0	0	0
Employment Rights	0	3	0	0	0	0	0
Environmental	0	2	0	0	0	0	0
Executive Compensation							
Clawback	0	1	0	0	0	0	0
Other	0	2	0	0	0	0	0
Voting Rules							
Simple Majority Voting	0	6	0	0	0	0	0
Stock Classes/Voting Rights	0	2	0	0	0	0	0
Vote Counting Standard	0	1	0	0	0	0	0
Corporate Governance							
Special Meetings	0	1	0	0	0	0	0
Diversity of the Board/Director Qualification	0	1	0	0	3	0	0
Chairman Independence	0	2	0	0	0	0	0
Other	0	5	0	0	0	0	0

1.8 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	10	1	16	0	0	0	0
Articles of Association	6	0	0	0	0	0	0
Auditors	8	0	2	0	0	0	0
Corporate Actions	0	0	0	0	0	0	0
Corporate Donations	1	1	0	0	0	0	0
Debt & Loans	0	0	1	0	0	0	0
Directors	60	4	9	0	0	0	0
Dividend	8	0	1	0	0	0	0
Executive Pay Schemes	0	0	3	0	0	0	0
Miscellaneous	7	0	0	0	0	0	0
NED Fees	1	0	2	0	0	0	0
Non-Voting	0	0	0	10	0	0	0
Say on Pay	0	0	0	0	0	0	0
Share Capital Restructuring	4	0	0	0	0	0	0
Share Issue/Re-purchase	23	0	18	0	0	0	0
Shareholder Resolution	0	1	0	0	0	0	0

1.9 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	3	0	0	0	0	0	0
Articles of Association	1	0	0	0	0	0	0
Auditors	0	1	2	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	2	1	5	0	0	0	0
Dividend	3	0	0	0	0	0	0
Executive Pay Schemes	0	0	2	0	0	0	0
Miscellaneous	0	0	0	0	0	0	0
NED Fees	1	2	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	1	0	7	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
4	0	0	0
UK			
Meetings	All For	AGM	EGM
53	1	0	1
EU			
Meetings	All For	AGM	EGM
10	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
17	1	0	1
TOTAL			
Meetings	All For	AGM	EGM
84	2	0	2

1.11 List of all meetings voted

Company	Meeting Date	Type	Resolutions	For	Abstain	Oppose
HSBC HOLDINGS PLC	04-04-2019	EGM	1	0	0	0
RIO TINTO GROUP (GBP)	10-04-2019	AGM	20	14	1	5
HSBC HOLDINGS PLC	12-04-2019	AGM	30	18	3	9
CARNIVAL PLC (GBR)	16-04-2019	AGM	20	8	0	12
SPOTIFY TECHNOLOGY SA	18-04-2019	AGM	15	13	0	2
LOREAL SA	18-04-2019	AGM	14	10	0	4
ASML HOLDING NV	24-04-2019	AGM	27	14	1	4
KERING SA	24-04-2019	AGM	21	13	0	8
CRH PLC	25-04-2019	AGM	25	18	0	7
TULLOW OIL PLC	25-04-2019	AGM	16	14	0	2
INTUITIVE SURGICAL INC	25-04-2019	AGM	13	10	1	2
RELX PLC	25-04-2019	AGM	23	16	2	5
BRITISH AMERICAN TOBACCO PLC	25-04-2019	AGM	20	8	1	11
FDM GROUP (HOLDINGS) PLC	25-04-2019	AGM	19	15	2	2
ROTORK PLC	26-04-2019	AGM	21	15	1	5
ASTRAZENECA PLC	26-04-2019	AGM	22	16	0	6
ALFA FINANCIAL SOFTWARE HOLDINGS PLC	26-04-2019	AGM	15	12	0	3
FERGUSON PLC	29-04-2019	EGM	6	5	0	1
FERGUSON PLC	29-04-2019	COURT	1	1	0	0
JUST EAT PLC	01-05-2019	AGM	20	15	2	3
LONDON STOCK EXCHANGE GROUP PLC	01-05-2019	AGM	24	18	0	6
LANCASHIRE HOLDINGS LIMITED	01-05-2019	AGM	17	14	0	3
HOWDEN JOINERY GROUP PLC	02-05-2019	AGM	22	15	3	4
JAMES FISHER AND SONS PLC	02-05-2019	AGM	19	13	0	6
ROLLS-ROYCE HOLDINGS PLC	02-05-2019	AGM	22	19	0	3
UNILEVER PLC	02-05-2019	AGM	24	16	2	6

BARCLAYS PLC	02-05-2019	AGM	24	13	1	10
ULTRA ELECTRONICS HOLDINGS PLC	03-05-2019	AGM	18	13	1	4
CAPITAL & COUNTIES PROPERTIES PLC	03-05-2019	AGM	18	12	1	5
MERLIN ENTERTAINMENTS PLC	03-05-2019	AGM	20	16	1	3
4IMPRINT GROUP PLC	07-05-2019	AGM	15	10	2	3
ASCENTIAL PLC	08-05-2019	AGM	18	12	2	4
RENTOKIL INITIAL PLC	08-05-2019	AGM	19	15	0	4
STANDARD CHARTERED PLC	08-05-2019	AGM	28	18	0	10
JOHN WOOD GROUP PLC	09-05-2019	AGM	19	14	1	4
RECKITT BENCKISER GROUP PLC	09-05-2019	AGM	23	16	2	5
MELROSE INDUSTRIES PLC	09-05-2019	AGM	19	12	1	6
RIGHTMOVE PLC	10-05-2019	AGM	18	14	0	4
ST JAMES'S PLACE PLC	14-05-2019	AGM	16	14	1	1
SPIRAX-SARCO ENGINEERING PLC	15-05-2019	AGM	19	16	1	2
TENCENT HOLDINGS LTD	15-05-2019	EGM	1	0	0	1
TENCENT HOLDINGS LTD	15-05-2019	AGM	9	2	1	6
HISCOX LTD	16-05-2019	EGM	2	2	0	0
NEXT PLC	16-05-2019	AGM	19	15	1	3
PRUDENTIAL PLC	16-05-2019	AGM	25	19	0	6
LLOYDS BANKING GROUP PLC	16-05-2019	AGM	26	20	0	6
HISCOX LTD	16-05-2019	AGM	20	15	0	5
CAIRN ENERGY PLC	17-05-2019	AGM	16	10	1	5
AIA GROUP LTD	17-05-2019	AGM	12	8	2	2
MEITUAN DIANPING	17-05-2019	AGM	9	1	1	7
HIKMA PHARMACEUTICALS PLC	17-05-2019	AGM	20	9	0	11
XAAR PLC	21-05-2019	AGM	14	10	1	3
ROYAL DUTCH SHELL PLC	21-05-2019	AGM	22	16	2	4
BP PLC	21-05-2019	AGM	23	13	1	9

NVIDIA CORPORATION	22-05-2019	AGM	15	6	0	9
ANTOFAGASTA PLC	22-05-2019	AGM	21	15	1	5
AMAZON.COM INC.	22-05-2019	AGM	24	20	0	4
ENQUEST PLC	23-05-2019	AGM	18	12	2	4
FEVERTREE DRINKS PLC	24-05-2019	AGM	16	12	0	4
INFORMA PLC	24-05-2019	AGM	23	16	0	7
IP GROUP PLC	28-05-2019	AGM	21	17	1	2
SMART METERING SYSTEMS PLC	28-05-2019	AGM	10	9	1	0
ILLUMINA INC	29-05-2019	AGM	7	4	0	3
SHOPIFY INC	29-05-2019	AGM	8	6	0	2
VECTURA GROUP PLC	29-05-2019	AGM	20	16	1	3
FACEBOOK, INC.	30-05-2019	AGM	19	13	1	4
DEXCOM INC	30-05-2019	AGM	6	3	0	3
HOSTELWORLD GROUP PLC	31-05-2019	AGM	17	13	1	3
HERMES INTERNATIONAL	04-06-2019	AGM	21	7	0	14
ROCKET INTERNET AG	06-06-2019	AGM	14	8	3	2
BLUEBIRD BIO INC	06-06-2019	AGM	4	2	2	0
SALESFORCE.COM INC	06-06-2019	AGM	19	10	1	8
IONIS PHARMACEUTICALS INC.	06-06-2019	AGM	9	3	1	5
NETFLIX INC	06-06-2019	AGM	8	5	1	2
TESLA INC	11-06-2019	AGM	9	7	0	2
TED BAKER PLC	11-06-2019	AGM	18	12	1	5
DELIVERY HERO SE	12-06-2019	AGM	21	16	0	4
TESCO PLC	13-06-2019	AGM	26	21	0	5
HORIZON DISCOVERY GROUP PLC	18-06-2019	AGM	9	5	1	3
WORKDAY INC	18-06-2019	AGM	5	3	1	1
ALPHABET INC	19-06-2019	AGM	25	16	0	9
LOOPUP GROUP PLC	26-06-2019	AGM	7	5	1	1

FIRST DERIVATIVES PLC	27-06-2019	AGM	14	12	0	2
3i GROUP PLC	27-06-2019	AGM	20	16	0	4

2 Notable Oppose Vote Results With Analysis

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

RIO TINTO GROUP (GBP) AGM - 10-04-2019

17. *Issue Shares with Pre-emption Rights*
The authority is limited to one third of the Company's issued share capital. This cap can increase to two-thirds of the issued share capital if shares are issued in connection with an offer by way of a rights issue. All directors are standing for annual re-election. This resolution is in line with normal market practice and expires at the next AGM. Support is recommended.

Vote Cast: *For* Results: For: 87.8, Abstain: 1.6, Oppose/Withhold: 10.6,

19. *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: 77.8, Abstain: 1.6, Oppose/Withhold: 20.6,

HSBC HOLDINGS PLC AGM - 12-04-2019

17. *Shareholder Resolution: Abolish Unfair Discriminatory Practice of Taking State Deduction from the Pensions Paid to Members of the Post 1974 Midland Bank Defined Benefit PensionScheme*
Background and Rationale: The shareholder proposes to abolish the clawback policy which had been implemented on the pensioners from the Post 1974 Midland Bank Defined Benefit Pension Sceme. Clawback is the practice of cutting an employee's company pension on the grounds that they also receive the state pension. The pension scheme of Midland Bank has a clawback policy, but the employees were not aware of it until its started to materialize when they reach the state pension age. The reduction in pensions reaches up to 25%, causing a loss of up to GBP 2,500,for low-pay employees who have retired, this reduction is seen as a potential loss of income. Beneficiaries of the pension package believe that the calculation of the scheme is unjust as it only takes in account the years of service and not of insurance contributions. The Company's reply on the issue is that the pension scheme existed before the acquisition of Midland Bank. In addition, requesting the opinion of the legal department of the bank, the clawback policy is legal and has been applied since the 1940s in the United Kingdom. Furthermore, the Company states that they have pension obligations to a wide group of employees and increasing the benefits for these members could be seen as unfairly preferring one group of members over others. The total cost of a change in the policy for this specific group of employees will reach GBP 450 million. The Company argue that such a policy will damage the interest of the Bank and its shareholders.
Company's argument
HSBC is of the position that the State Deduction feature was implemented as intended, which was to achieve broad integration of the company pension scheme with the state pension. This was common market practice at the time. The Company states that they cannot only consider the cost of making the change to this feature of the scheme but do also have to consider our entire global pension offering, as any change would be a discretionary improvement in benefits, the Company says.
According to HSBC, it is difficult to make direct comparisons to other pension schemes and how they have treated similar features in their scheme, many still have this

as part of their benefit design and have not abolished it and a number of companies have capped the amount of deduction that will apply. HSBC has also capped the amount of State Deduction that can apply for those in service from 2009 when the scheme stopped counting further service towards the State Deduction calculation and again in 2015 when the rate of Basic State Pension that the State Deduction would be calculated on was frozen.

Recommendation: The policy that the Company applies is legal according to the practises of the pensions scheme in the UK. The valuation for the entire HSBC pension fund in 2016 was at GBP 26.9 billion with a surplus of GBP 1.4 billion. However, the claw-back policy applicable to pensions is considered outdated and as a matter of fact, a number of comparable peers like Barclays, NatWest, Lloyds, Clydesdale, the Post Office and the Bank of England have abandoned it.On balance support is recommended.

Vote Cast: *For* Results: For: 3.5, Abstain: 1.3, Oppose/Withhold: 95.2,

LOREAL SA AGM - 18-04-2019

O.6. *Approve Remuneration Policy of Executive Corporate Officers*
It is proposed to approve the remuneration policy. Variable remuneration appears to be consistently capped, and the payout is in line with best practice. However, the Company has not disclosed quantified targets for the performance criteria of its variable remuneration component, which as a s consequence may lead to overpayment against underperformance. In addition, there are no claws back clauses in place over the entirety of the variable remuneration component which makes it unlikely that shareholders will be able to reclaim any variable remuneration unfairly paid out. On these grounds, opposition is recommended.

Vote Cast: *Oppose* Results: For: 90.0, Abstain: 0.0, Oppose/Withhold: 10.0,

KERING SA AGM - 24-04-2019

O.6. *Approve the Remuneration of François-Henri Pinault*
It is proposed to approve the remuneration paid or due to François-Henri Pinault with an advisory vote. There are concerns regarding excess as the total variable remuneration exceeded 200% of the salary. In addition, 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. Furthermore, there are no claw back clauses in place, which is against best practices. Opposition is recommended.

Vote Cast: *Oppose* Results: For: 78.7, Abstain: 0.0, Oppose/Withhold: 21.2,

E.19. *Approve Issue of Shares for Employee Saving Plan*
Authority for a capital increase for up to 2% of share capital for employees participating to saving plans. The maximum discount applied will be up to 20% on the market share price on average over the 20 days preceding the decision that fixes the date for subscription. It is considered that it is in the best interests of the company and its shareholders to provide employees with an opportunity to benefit from business success and increase their share ownership. Meets guidelines.

Vote Cast: *For* Results: For: 31.6, Abstain: 0.0, Oppose/Withhold: 68.4,

E.20. *Amend Articles: Shareholder Notifications*
The Board proposes to amend the Articles. In the updated articles, significant shareholders will be required to notify the company if the number of shares they hold reaches or exceeds 2% or any multiple thereof, including multiples exceeding the legal threshold of 5%. The proposed amendments do not have any adverse effect on shareholder rights and it is in line with applicable regulation. Therefore, support is recommended.

Vote Cast: *For* Results: For: 82.0, Abstain: 0.1, Oppose/Withhold: 18.0,

TULLOW OIL PLC AGM - 25-04-2019

3. *Approve the Remuneration Report*
Disclosure: Overall disclosure is acceptable. Cash remuneration and pension contributions are clearly disclosed.
Balance: The changes in CEO total pay over the last five years are in line with the Company's TSR performance over the same period. The annual bonus in relation to salary of Paul McDade (CEO) for the year is not considered excessive at 100%. The CEO's salary is in the median of a peer comparator group.The employee pay ratio is considered acceptable standing at approximately 8:1.
Rating: AA.

Vote Cast: *For* Results: For: 86.8, Abstain: 0.1, Oppose/Withhold: 13.1,

INTUITIVE SURGICAL INC AGM - 25-04-2019

1e.. *Elect Keith R. Leonard*
Independent Non-Executive Director.

Vote Cast: *For* Results: For: 69.8, Abstain: 0.1, Oppose/Withhold: 30.1,

BRITISH AMERICAN TOBACCO PLC AGM - 25-04-2019

3. *Approve the Remuneration Report*
Disclosure: Disclosure is adequate.
Balance: The change in the CEO's salary is in line with the rest of the Company, as the CEO's salary increased by 4.9% while the salaries of UK-based employees rose by 5.9%, and when taking the average of all employees the increase is 10.9%. However, the CEO's salary is in the upper quartile of the Company's comparator group. Changes in the CEO's total remuneration over the past five years are not in line with changes in TSR during the same period. Awards granted under the LTIP are considered excessive, amounting to 482.6% of salary for the CEO. Total variable pay is also considered excessive, amounting to 524% of salary for the CEO. Such level of variable pay is considered gratuitously excessive, and far exceeds the recommended limit of 200% of salary. The ratio of CEO pay compared to average employee pay is not acceptable at 208:1, and significantly exceeds the recommended limit of 20:1.
Rating: AE.

Vote Cast: *Oppose* Results: For: 87.6, Abstain: 0.1, Oppose/Withhold: 12.3,

8. *Re-elect Dr Marion Helmes*
Independent Non-Executive Director. It is noted that at last year's AGM she received significant opposition from shareholders (39.94%). However, this was addressed as she has since stepped down from the Supervisory Board of Bilfinger SE with effect from 15 May 2018 and has also retired as a Non-Executive Director of NXP Semiconductors N.V. with effect from 22 June 2018. In addition, she attended all Board and Committee meetings she was eligible to attend. Support is recommended.

Vote Cast: *For* Results: For: 85.1, Abstain: 1.2, Oppose/Withhold: 13.8,

16. *Issue Shares with Pre-emption Rights*
The authority is limited to one third of the Company's issued share capital. This cap can increase to two-thirds of the issued share capital if shares are issued in connection with an offer by way of a rights issue. All directors are standing for annual re-election. This resolution is in line with normal market practice and expires at the next AGM. Support is recommended.

Vote Cast: *For* Results: For: 74.3, Abstain: 0.1, Oppose/Withhold: 25.6,

20. *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, support is recommended.

Vote Cast: *For* Results: For: 89.9, Abstain: 0.1, Oppose/Withhold: 10.0,

ROTORK PLC AGM - 26-04-2019

19. *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, support is recommended.

Vote Cast: *For* Results: For: 88.0, Abstain: 0.0, Oppose/Withhold: 12.0,

ASTRAZENECA PLC AGM - 26-04-2019

8. *Issue Shares with Pre-emption Rights*
The authority is limited to one third of the Company's issued share capital. This cap can increase to two-thirds of the issued share capital if shares are issued in connection with an offer by way of a rights issue. All directors are standing for annual re-election. This resolution is in line with normal market practice and expires at the next AGM. Support is recommended.

Vote Cast: *For* Results: For: 87.4, Abstain: 0.1, Oppose/Withhold: 12.6,

LONDON STOCK EXCHANGE GROUP PLC AGM - 01-05-2019

19. *Issue Shares with Pre-emption Rights*
The authority is limited to one third of the Company's issued share capital. This cap can increase to two-thirds of the issued share capital if shares are issued in connection with an offer by way of a rights issue. All directors are standing for annual re-election. This resolution is in line with normal market practice and expires at the next AGM. Support is recommended.

Vote Cast: *For* Results: For: 88.6, Abstain: 0.0, Oppose/Withhold: 11.4,

LANCASHIRE HOLDINGS LIMITED AGM - 01-05-2019

2. *Approve the 2018 Remuneration Report*
Disclosure: The Remuneration Report received an opposition of 19.38% at the previous AGM which has not been address in the 2018 Annual Report. Overall disclosure of the 2018 report is acceptable. All elements of each director's cash remuneration are disclosed. No discretionary payments have been granted during the year.
Balance: Changes in CEO pay under the last five years are considered in line with changes in TSR during the same period. The award granted to the CEO is over 200% of salary, which is deemed excessive. The ratio of CEO to average employee pay has been estimated and is found appropriate at 9:1. The CEO's salary is in the median of a peer comparator group.
Rating: BA.

Vote Cast: *For* Results: For: 89.1, Abstain: 0.3, Oppose/Withhold: 10.6,

ROLLS-ROYCE HOLDINGS PLC AGM - 02-05-2019

20. *Issue Shares with Pre-emption Rights*
The authority is limited to one third of the Company's issued share capital. This cap can increase to two-thirds of the issued share capital if shares are issued in connection with an offer by way of a rights issue. All directors are standing for annual re-election. This resolution is in line with normal market practice and expires at the next AGM. Support is recommended.

Vote Cast: *For* Results: For: 82.7, Abstain: 0.2, Oppose/Withhold: 17.1,

BARCLAYS PLC AGM - 02-05-2019

2. *Approve the Remuneration Report*
Overall disclosure is adequate. The CEO's salary did not change while average employee pay (based on UK employees) rose by 2%. The changes in CEO pay over the last five years are not considered in line with the changes in TSR performance over the same period. Total variable pay for the year under review was not excessive, amounting to 45% of salary for the CEO, and 96% of salary for the FD. The ratio of CEO pay compared to average employee pay is not acceptable at 34:1. The CEO's salary is in the upper quartile of the Company's comparator group.
Rating: AD.

Vote Cast: *Oppose* Results: For: 68.2, Abstain: 3.7, Oppose/Withhold: 28.1,

9. *Re-elect Crawford Gillies*
Senior Independent Director. Considered independent. However he is Chair of the Remuneration Committee which appointed the immediate former auditors, PwC as its remuneration consultant. It is considered that committees should receive independent advice. An oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 87.7, Abstain: 0.4, Oppose/Withhold: 11.8,

17. *Issue Shares with Pre-emption Rights*
The authority is limited to one third of the Company's issued share capital. This cap can increase to two-thirds of the issued share capital if shares are issued in connection with an offer by way of a rights issue. All directors are standing for annual re-election. This resolution is in line with normal market practice and expires at the next AGM. Support is recommended.

Vote Cast: *For* Results: For: 89.3, Abstain: 0.4, Oppose/Withhold: 10.3,

24. *Shareholder Proposal: Elect Edward Bramson*
Sherborne Investors (the Shareholder), a New York based investment firm with a shareholding of 5.39% (as of 19 February 2019) in the Company, has requisitioned a resolution to appoint Edward Bramson, the Partner and Portfolio Manager of Sherborne, as a Director of the Company.

Requisitioning Shareholder's Rationale: The Shareholder believes that the management of Barclays plc has been pursuing a flawed strategy which is exemplified by the performance of the Company's Corporate and Investment Bank (CIB) division. The Shareholder believes that this strategy has left Barclays in a position weaker than before, and that the current strategy is not placing the Company in a strong position to optimise profitability due to a lack of return in the CIB. The Shareholder considers the structural problems to originate at the Board level and is at the heart of what is considered to be a failing strategy. The Shareholder emphasises that the responsibility for the misalignment of strategy with the interests of shareholders is ultimately the Board's responsibility as they set the strategy.

Response from the Board of Barclays: The Board believes that the presence of Mr. Bramson on the Board would be detrimental to the Company and result in significant disruption to the Group at a time when the focus should be on executing strategy and on plans to improve performance beyond current levels, allowing for continued increased returns to shareholders. In response to the Shareholder's view that the current strategy is failing, the Board states that the strategy set out in March 2016 is starting to deliver and has resulted in an improved underlying performance in 2018. The Board further states, with regard to the Shareholder's intention of scaling back the Company's Investment Bank franchise, that the Board has previously assessed this proposition and is of the view that it would destroy shareholder value, would return the Group to a multi-year period of restructuring and uncertainty and would significantly impact ability to deliver enhanced returns to shareholders.

Upon engagement the Company emphasises that it acknowledges past issues, and states that it intends to bring about significant changes to the Board in order to better position the Company to execute its strategy. The Company believes that by making certain changes, such as reducing the size of the Board as well as recruiting directors with more relevant experience, the Company will be able to create long-term value.

Recommendation: The Requisitioning Shareholder has provided a detailed account of the intention behind the proposal. Concerns have been raised over the returns of Barclay's Investment Bank franchise as well as its current strategy. In its response to this proposal the current Barclays Board has not provided sufficient evidence that it takes accountability for the lack of progress in turning performance around. Accusations that the election of Mr Bramson would lead to a de-stabilisation of the 'Board team', ring somewhat hollow when the bank's board has been unsatisfactory for a number of years, particularly when Mr Diamond was running the investment bank, and then as the group Chief Executive. In short, weak returns, particularly from the CIB, weak governance and judgement by the Board on previous appointments and an inconsistent strategic focus lead us to recommend Abstention on this proposal. This voting recommendation is intended to challenge the Board to do better for shareholders over the coming year. We understand that new board appointments are being considered. Until there is clarity on who those people will be and without improved performance, effective Board replenishment and sharpened strategic focus, Mr Bramson, or another candidate may be a more attractive option in 2020.

Vote Cast: *Abstain* Results: For: 12.5, Abstain: 2.6, Oppose/Withhold: 84.9,

ULTRA ELECTRONICS HOLDINGS PLC AGM - 03-05-2019

14. *Issue Shares with Pre-emption Rights*

The authority is limited to 33% of the Company's issued share capital. This cap can increase to two-third of the issued share capital if shares are issued in connection with an offer by way of a rights issue. All directors are standing for annual re-election. This resolution is in line with normal market practice and expires at the next AGM. Support is recommended.

Vote Cast: *For* Results: For: 89.9, Abstain: 0.0, Oppose/Withhold: 10.1,

16. *Issue Shares for Cash for the Purpose of Financing an Acquisition or Other Capital Investment*

It is noted that there was a significant level of oppose votes to this resolution at approximately 11.18% at the 2018 AGM. In addition, 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 transactions if such situation arises. As this is not the case, an oppose vote is therefore recommended.

Vote Cast: *Oppose* Results: For: 87.0, Abstain: 0.0, Oppose/Withhold: 13.0,

CAPITAL & COUNTIES PROPERTIES PLC AGM - 03-05-2019

14. *Approve the Remuneration Report*

Overall disclosure is considered adequate. The changes in the CEO pay over the last five years are in line with the Company's TSR performance over the same period. The CEO to average employee pay ratio stands at 5:1 which is considered acceptable. Also, the CEO's variable pay is not considered excessive at approximately

35.76% of salary. However, the CEO's salary is in the upper quartile of the Company's comparator group which raises concerns regarding the excessiveness of his pay. Additionally, the CEO was granted LTIP of approximately 350% of his salary which is considered excessive.
Rating: AC.

Vote Cast: *Abstain* Results: For: 80.5, Abstain: 0.4, Oppose/Withhold: 19.1,

15. *Issue Shares with Pre-emption Rights*
The authority is limited to one third of the Company's issued share capital. This cap can increase to two-thirds of the issued share capital if shares are issued in connection with an offer by way of a rights issue. All directors are standing for annual re-election. This resolution is in line with normal market practice. However, there was a significant number of oppose votes on this resolution at approximately 30.17% at the 2018 AGM which has not been adequately addressed. On this basis, opposition is recommended.

Vote Cast: *Oppose* Results: For: 64.5, Abstain: 0.1, Oppose/Withhold: 35.4,

STANDARD CHARTERED PLC AGM - 08-05-2019

3. *Approve the Remuneration Report*
Disclosure: Overall disclosure is adequate, however dividend accrual is not separately categorised.
Balance: The CEO's salary did not change while employee pay rose by 6%. The CEO's salary is in the median of the Company's comparator group. The changes in CEO pay over the last five years are not considered in line with the Company's TSR performance over the same period. The Fixed Pay Allowance (FPA), which amounts to 100% of salary for the CEO, is considered excessive and unnecessary. With reference to salary, the CEO's LTIP award is equivalent to 288% of salary, which is deemed excessive. The total variable remuneration rewarded to the CEO in the year under is excessive at 259%; total variable pay should be limited to 200% of salary. Finally, the ratio of CEO to average employee pay is considered excessive at 79:1; the ratio should not exceed 20:1.
Rating: AE.

Vote Cast: *Oppose* Results: For: 88.6, Abstain: 0.7, Oppose/Withhold: 10.7,

4. *Approve Remuneration Policy*
Proposed Policy Changes: Simplified fixed pay structure combining salary and fixed pay allowances (FPA) into 'total salary' delivered as a combination of cash and shares; for future directors; the pension contribution will be set at 10% of total salary in line with the pension contribution rate for all employees in the UK; increased shareholding requirements to 250% of total salary for the Group Chief Executive and 200% of total salary for the Group Chief Financial Officer; new post-employment shareholding requirement of 100% of the shareholding requirement in place for one year and 50% of the requirement in place in the second year following cessation of employment.
Disclosure: Overall disclosure is satisfactory.
Balance: There is also no cap on maximum benefits. Maximum pension contributions are considered excessive for current directors (appointed before 2019). The maximum value of an annual incentive award granted to any executive director cannot exceed 80 per cent of that executive director's fixed pay. Under regulations, the proportion of variable remuneration that is deferred must be no less than 60 per cent which is to vest pro-rata over years three to seven after award. The performance metrics are not operating interdependently, such that vesting under the incentive plan is only possible where all threshold targets are met. The performance period for the LTIP is three years however under the remuneration regulations, deferred remuneration vests no faster than pro rata over years three to seven after award.

Executives will receive total salary delivered part in cash and part in shares to be released over five years. There is no time-frame set for Executives to build up the required shareholding.
Contracts: The Company has set criteria with regard to the dis-application of proration of awards on termination of employment. However, despite the changes the potential use of upside discretion is considered inappropriate.
Rating: BEC

Vote Cast: *Oppose* Results: For: 62.3, Abstain: 2.4, Oppose/Withhold: 35.3,

JOHN WOOD GROUP PLC AGM - 09-05-2019

3. *Approve the Remuneration Report*
Overall disclosure is adequate. The change in the CEO's salary is not in line with the rest of the Company, as the CEO's salary increased by 15% while average UK employee pay rose by just 2%. The CEO's salary is in the median of the Company's comparator group. The changes in CEO pay over the last five years are not considered in line with the changes in the Company's TSR performance over the same period. Total variable pay for the year under review consisted only of the annual bonus and is acceptable at 154.8% of salary. The ratio of CEO pay compared to average employee pay is not acceptable at 28:1; it is recommended that the ratio does not exceed 20:1.
Rating: AD.

Vote Cast: *Oppose* Results: For: 81.0, Abstain: 0.9, Oppose/Withhold: 18.0,

6. *Re-elect Jann Brown*
Independent Non-Executive Director. There are concerns over the Directors aggregate time commitments. Furthermore, this director has failed to attend 100% of Board and Committee meetings for which they were eligible. On this basis, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 87.9, Abstain: 0.0, Oppose/Withhold: 12.1,

10. *Re-elect Jeremy Wilson*
Independent Non-Executive Director.

Vote Cast: *For* Results: For: 89.3, Abstain: 0.0, Oppose/Withhold: 10.7,

15. *Issue Shares with Pre-emption Rights*
The authority is limited to one third of the Company's issued share capital. This cap can increase to two-thirds of the issued share capital if shares are issued in connection with an offer by way of a rights issue. All directors are standing for annual re-election. This resolution is in line with normal market practice and expires at the next AGM. Support is recommended.

Vote Cast: *For* Results: For: 83.2, Abstain: 0.0, Oppose/Withhold: 16.8,

19. *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, support is recommended.

Vote Cast: *For* Results: For: 89.3, Abstain: 0.4, Oppose/Withhold: 10.3,

RECKITT BENCKISER GROUP PLC AGM - 09-05-2019

2. *Approve Remuneration Policy*

Proposed Policy Changes:
Annual Bonus: Annual bonuses for 2019 will be based on RB's Net Revenue growth and Adjusted Profit Before Income Tax growth. For 2019, there will be no change to the annual bonus opportunity of the CEO (120% of salary at target); the CFO's target bonus opportunity has increased from 90% of salary to 100% of salary. The Company did not disclose the performance target ranges for 2019 as they are considered commercially sensitive information which is considered inadequate. For 2019 the bonus is based on 100% financial measures. It is considered best practice non-financial measures to be attached to the annual incentive plan. Total potential annual variable pay for the CEO is still considered highly excessive at 428 % of base salary. It is recommended that total variable pay is limited to 200% of salary.
LTIP: For 2019 LTIP awards onwards,there will be three measures used. Vesting of the LTIP for 2019 awards will depend on the achievement of stretching targets relating to: growth in EPS, growth in Net Revenue and ROCE. The performance shares awards are based on three-year performance period with additional two-year holding period; which is welcomed. However, a five-year performance period is considered best practice. Malus and clawback provisions apply until two years after vesting which is in line with best practice. Options have seven years to exercise post vesting which is considered sufficiently long period. The maximum number of shares and options granted to an individual will be 300,000 options and 150,000 shares. The Committee has discretion to adjust the formulaic LTIP outcomes which is against best practice. The Company uses adjusted performance metrics (adjusted EPS) for LTIP elements of compensation. The use of such metrics prevents shareholders from being able to assess fully whether the performance targets are sufficiently challenging.
Shareholding Requirements: The shareholding requirement for any new hires will be 200,000 shares for the CEO and 100,000 for the CFO. The shareholding requirements will remain at 600,000 and 200,000 shares for the current CEO and CFO respectively. In addition, for new hires to the Board, the Company is introducing a formal post-employment shareholding requirement, for two years after departure.
Pension: The CEO and the CFO are eligible to receive pension contributions, or equivalent cash allowances, of 30% and 25% of pensionable salary, respectively. For any new hires, this will be 10% which is considered appropriate. The committee may use discretion to dis-apply time pro-rating and performance conditions in the event of termination or a change of control, which is inappropriate.
Rating: AEC. Based on this rating, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 87.2, Abstain: 0.3, Oppose/Withhold: 12.5,

3. *Approve the Remuneration Report*
It is noted that the Remuneration Report received a significant number of 10.95% oppose votes at the 2018 AGM. All elements of the Single Total remuneration table are disclosed. Next year's fees and salaries are disclosed. The CEO's salary is considered in the median range of a peer comparator group. The salaries for the CEO and the CFO have been increased by 3% for 2019, which is in line with the average salary increase of 3% for Company's UK employee base. Total CEO's variable pay for 2018 represents 1469.15% of base salary (LTIP: 1110%; Annual Bonus: 358.80%) which is considered overly excessive. The ratio of CEO to average employee pay has been estimated and is found unacceptable at 128:1. It is recommended that the ratio does not exceed 20:1. The change in CEO total pay over the last five

years is not commensurate with the change in TSR over the same period. On balance, an oppose vote is recommended.
Rating: AE

Vote Cast: *Oppose* Results: For: 86.2, Abstain: 0.3, Oppose/Withhold: 13.5,

9. *Re-elect Pam Kirby as Director*
Independent Non-Executive Director. There are concerns over the Director's aggregate time commitments. However, Ms. Kirby had attended 100% of Board and Committee meetings during the year. Whilst concerns over the available time this director is able to dedicate to the position remain, given the lack of evidence to suggest the role is not being adequately fulfilled, a vote in favour is recommended.

Vote Cast: *For* Results: For: 88.6, Abstain: 0.0, Oppose/Withhold: 11.4,

18. *Issue Shares with Pre-emption Rights*
The authority is limited to one third of the Company's issued share capital. This cap can increase to two-thirds of the issued share capital if shares are issued in connection with an offer by way of a rights issue. All directors are standing for annual re-election. This resolution is in line with normal market practice and expires at the next AGM. Support is recommended.

Vote Cast: *For* Results: For: 89.4, Abstain: 0.0, Oppose/Withhold: 10.6,

23. *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, support is recommended.

Vote Cast: *For* Results: For: 86.8, Abstain: 0.4, Oppose/Withhold: 12.7,

RIGHTMOVE PLC AGM - 10-05-2019

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 a 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: 0.1, Oppose/Withhold: 10.1,

NEXT PLC AGM - 16-05-2019

8. *Re-elect Michael Roney*
Chair. Independent upon appointment. However, he is also Chair of Grafton Group 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 on only one FTSE 350 Company.

Vote Cast: *Oppose* Results: For: 87.6, Abstain: 2.2, Oppose/Withhold: 10.1,

PRUDENTIAL PLC AGM - 16-05-2019

9. *Re-elect Anthony Nightingale*
Independent Non-Executive Director.

Vote Cast: *For* Results: For: 80.4, Abstain: 3.4, Oppose/Withhold: 16.2,

HIKMA PHARMACEUTICALS PLC AGM - 17-05-2019

16. *Issue Shares with Pre-emption Rights*
The authority is limited to one third of the Company's issued share capital. This cap can increase to two-thirds of the issued share capital if shares are issued in connection with an offer by way of a rights issue. All directors are standing for annual re-election. However, it is noted that this resolution received a significant level of oppose votes of approximately 15.31% at the 2018 AGM which has not been adequately addressed. On this basis, opposition is recommended.

Vote Cast: *Oppose* Results: For: 85.2, Abstain: 0.0, Oppose/Withhold: 14.8,

XAAR PLC AGM - 21-05-2019

9. *Re-elect Robin Williams*
Chair. Independent upon appointment. Not considered independent as owing to a tenure of over nine years. There are concerns over the Directors aggregate time commitments. However, they have attended 100% of Board and Committee meetings during the year.

Vote Cast: *Oppose* Results: For: 70.8, Abstain: 3.1, Oppose/Withhold: 26.1,

10. *Approve the Remuneration Report*
Disclosure: Overall, disclosure is considered adequate.
Balance: The CEO's salary is below the upper quartile of a peer comparator group. 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. Also, the total combined variable reward paid during the year falls below the 200%

recommended threshold and is therefore also not considered to be overly excessive. However, 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.
Rating:AC

Vote Cast: *Abstain* Results: For: 87.2, Abstain: 0.7, Oppose/Withhold: 12.1,

BP PLC AGM - 21-05-2019

23. *Shareholder Resolution: Approve the Follow This Shareholder Resolution on Climate Change Targets*
The resolution has been requisitioned by a group of shareholders co-ordinated by the organisation 'Follow This'. It requests that the company sets and publishes targets that are aligned with the goal of the Paris Climate Agreement to limit global warming to well below 2C. In doing so, they consider it would require the company to invest accordingly in the energy transition to a zero-emission energy system. The requisitionists set out that emissions from energy products are crucial in the Paris Climate Agreement and that BP's targets should include these, and be intermediate and long-term. It is noted that BP's peer, Royal Dutch Shell has set a long-term 'ambition' to halve its carbon intensity by 2050. The BP board does not support the resolution, considering that setting specific long-term reduction targets is inconsistent with the flexibility that is central to its strategy and noting that it calls for targets for Scope 3 (end user) emissions that BP does not control. The Company stated that requesting it sets intermediate and long-term quantitative targets would require them to restrict flexibility it needs to adjust the pace and direction of the energy transition and could inhibit their ability to deliver long-term shareholder value. The Company considers that this flexibility is inherent to their strategy to best enable it to meet the dual challenge of providing more energy with fewer greenhouse gas emissions) while also growing shareholder value. **PIRC Analysis:** Scope 3 emission reductions are necessary over the long-term for oil and gas companies to align with the goals of the Paris Agreement. As noted by the requisitionists, Royal Dutch Shell has set a long-term 'ambition' to halve its carbon intensity by 2050. In doing so, it has allowed for a variety of methods extending beyond its own operations to reduce its net carbon footprint. There is scope for BP to move towards the position of one of its peers, in taking more steps to address the entirety of its emissions. However, BP has agreed to set out it strategy consistent with the Paris goals in more detail, providing that flexibility is provided on target setting. This flexibility it considers central to its business strategy. The resolution does not provide this flexibility. On this basis, an abstention is recommended

Vote Cast: *Abstain* Results: For: 7.9, Abstain: 5.9, Oppose/Withhold: 86.2,

AMAZON.COM INC. AGM - 22-05-2019

1j. *Elect Director Wendell P. Weeks*
Independent Non-Executive Director.

Vote Cast: *For* Results: For: 82.3, Abstain: 0.2, Oppose/Withhold: 17.6,

4. *Shareholder Resolution: Report on Management of Food Waste*
Proponent's Argument
Shareholders request that Amazon.com, Inc. issue an annual report, at reasonable cost and omitting proprietary information, on the environmental and social impacts of food waste generated from the company's operations given the significant impact that food waste has on societal risk from climate change and hunger. Shareholders leave the method of disclosure to management's discretion. Shareholders also defer to management on the specific approaches used to mitigate food waste and which

parts of Amazon's operations are best to target. Some options the proponent recommends as guidelines include: Conducting evaluations to determine the causes, quantities, and destinations of food waste; Estimating greenhouse gas (GHG) emissions reductions that could be achieved or amounts of food redistributed to the food insecure if the company reduced the generation of food waste; Assessing the feasibility of setting goals to reduce food waste and progress made towards meeting these targets. Whereas: Despite one in seven U.S. households struggling to afford regular, healthy meals, 40 percent of all food produced in the U.S. is wasted, generating devastating social and environmental consequences. Decomposing food in landfills generates 23 percent of U.S. methane emissions, exacerbating climate change. Wasted food production is responsible for consuming 25 percent of U.S. freshwater, 19 percent of fertilizer, and 18 percent of cropland. Project Drawdown cited food waste reduction as the third most impactful tactic in reducing global GHG emissions. According to the U.N. Food and Agriculture Organization, ending food waste would preserve enough food to feed 2 billion people-more than twice the number of undernourished people in the world. Industry peers disclose, or have committed to quantitative disclosure of, food waste levels, set targets for food waste reduction, and publish information on progress towards these goals. Unfortunately, Amazon has yet to report any company-wide food waste management strategy including context, metrics, and quantitative improvement goals. Amazon has captured 30% of U.S. online grocery spending, outpacing its peers. Amazon invested heavily in its Amazon Fresh and Amazon Direct online grocery services, and spent $13.7 billion to acquire Whole Foods, thereby increasing the company's exposure to products with greater rates of food waste and spoilage. Strengthened disclosure of food waste reduction efforts could help Amazon meet its social and environmental goals, combat climate change and hunger, and bolster its brand reputation in a rapidly changing market.

Company's Argument

Amazon is actively involved in making business decisions and implementing a number of grocery inventory management approaches that address food waste by minimizing the amount of food going to landfills (mirroring the U.S. Environmental Protection Agency's Food Recovery Hierarchy) and putting excess food to better use. For example, Whole Foods Market maintains strong partnerships with food donation programs such as the Food Donation Connection, which reduces food waste by distributing unsold food to local food kitchens and shelters. Similarly, in 2016 The Company launched a nationwide initiative to donate excess food to Feeding America, a non-profit organization whose mission is to feed America's hungry through a nationwide network of member food banks. Through Feeding America, Amazon's U.S. fulfilment centres have donated millions of pounds of food to help those in need. The Company has also implemented food waste strategies based on the U.S. Environmental Protection Agency's Food Recovery Hierarchy, the same guidelines cited by the proposal. All Whole Foods Market stores participate in a variety of food waste diversion and recycling programs, such as composting, anaerobic digestion to create renewable energy, and animal feed programs, and Whole Foods Market team members are trained on food waste efficiency, from smart ordering to food donation. In addition, Whole Foods Market is continually assessing emerging technologies and new opportunities to further increase its landfill diversion and recycling rates. In light of the Company's track record and demonstrated commitment to lessening the impact of it's business operations on the environment, including the management of food waste, the Board recommends that shareholders vote against this proposal.

PIRC's Analysis

While the Company's response to the shareholder proposal contains an impressive array of statistics on efforts to combat food waste through a variety of initiatives, this amount of data and information is not available on the Company's sustainability website. The proponent is not requesting that the Company initiate programmes to mitigate food waste, it is asking that the Company report fully on those efforts. Since the depth of information available is more complete in the Company's response, and likely to be yet more comprehensive were the Company to dedicate a complete report to the programmes on its sustainability website, it would appear to be in the Company's best interests to prepare the kind of report called for in the proposal. Support for the resolution is recommended.

Vote Cast: *For* Results: For: 25.5, Abstain: 1.4, Oppose/Withhold: 73.1,

5. *Shareholder Resolution: Right to Call Special Meetings*

Proponent's Argument

The shareholders of Amazon.com, Inc ('Amazon' or 'Company') hereby request the Board of Directors take the steps necessary to amend the bylaws and each appropriate governing document to give holders with an aggregate of 20% net long of the outstanding common stock the power to call a special shareowner meeting.

This proposal does not impact the Board's current power to call a special meeting. Amazon allows only shareholders with at least 30% of Company shares to call a special meeting, whereas Delaware law allows 10% of company shares to call a special meeting. A meaningful shareholder right to call a special meeting is a way to bring an important matter to the attention of both management and shareholders outside the annual meeting cycle. This is important because there could be 15-months between annual meetings. Currently, 64% of S&P 500 companies have adopted company bylaws, articles of incorporation, or charter provisions to allow shareholders to call a special meeting. More than half of all S&P 1500 companies allow shareholders this right. In 2018, the topic of providing shareholders a right to call a special meeting or to reduce the threshold to call such meetings won 50%+ at Netflix, Lincoln National, Omnicom Group, Cummins, and Sprint Aerosystems Holdings, as well as 94% at Nuance Communications. Large funds such as Vanguard, TIAA-CREF, BlackRock and SSgA Funds Management, Inc. (State Street) support the right of shareholders to call special meetings. The proponent states that it may be possible to adopt this proposal by simply incorporating this text into the governing documents: "Special meetings of the stockholders, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the Chairman of the Board or the President, and shall be called by the Chairman of the Board or President or Secretary upon the order in writing of a majority of or by resolution of the Board of Directors, or at the request in writing of stockholders owning 20% net long of the entire capital stock of the Corporation issued and outstanding and entitled to vote."

Company's Argument

The Board believes that a lower ownership standard for calling special shareholder meetings could disrupt the Board's ability to focus on the long-term benefit of shareholders, which has been so successful to date. As a company that pursues invention across a wide range of opportunities, the Board claims it must encourage experimentation and long-term thinking, which, by definition, means it is not known in advance what will work, and there may sometimes be short-term setbacks. Instead of focusing on short-term financial or operational performance measures, the Company pursues the long-term success of Amazon as a whole. For example, if the Company had overly focused on short-term results, it may have avoided investing time and energy into initiatives that later became AWS, Kindle, and Alexa. While the Board agrees that it is important for shareholders to have the ability to call special shareholder meetings, too low of a threshold could expose shareholders to the risk of special meetings being called by a few shareholders focused on narrow or short-term interests, rather than the long-term best interests of the Company and shareholders generally. For example, event-driven hedge funds could use special meetings to disrupt business plans or to facilitate self-serving short-term financial strategies. Those who might seek to call a special shareholders meeting could subject the Company to considerable expense, distract management and the Board from important business initiatives, or seek self-interested concessions in exchange for avoiding a special meeting. A majority of the 448 Fortune 500 companies surveyed by SharkRepellent.net that allow shareholders to call special shareholder meetings have set a threshold higher than that requested by the proponent. By setting the ownership threshold for calling a special meeting at 30%, the Company is better able to ensure that a special meeting is called only when supported by a broad cross-section of the Company's shareholders. In light of these existing shareholder rights, the Board recommends that shareholders vote against this proposal.

PIRC's Analysis

The right to call a special shareholder meeting provides shareholders an additional avenue of communication with the board, allowing them to debate and vote on issues with all shareholders. This right is an enhancement of shareholders' rights. While the Company already grants this right, the 30% threshold is considered higher than necessary. Not even its three largest shareholders, including its founder and CEO Jeffrey Bezos, could call such a meeting. Lowering the threshold to 20% or further is considered to be in line with current best practice. Support for the resolution is recommended.

Vote Cast: *For* Results: For: 35.3, Abstain: 0.2, Oppose/Withhold: 64.5,

6. *Shareholder Resolution: Prohibit Sales of Facial Recognition Technology to Government Agencies*

Proponent's Argument

Shareholders are concerned Amazon's facial recognition technology ("Rekognition") poses risk to civil and human rights and shareholder value. Civil liberties organizations, academics, and shareholders have demanded Amazon halt sales of Rekognition to government, concerned that the Company is enabling a surveillance system "readily available to violate rights and target communities of colour." Four hundred fifty Amazon employees echoed this demand, posing a talent and retention risk. Brian Brackeen, former Chief Executive Officer of facial recognition company Kairos, said, "Any company in this space that willingly hands [facial recognition] software over to a government, be it America or another nation's, is wilfully endangering people's lives." Amazon Web Services already provides cloud computing services to Immigration and Customs Enforcement (ICE) and is reportedly marketing Rekognition to ICE, despite concerns Rekognition could facilitate immigrant surveillance and racial profiling. Rekognition contradicts Amazon's opposition to facilitating surveillance. Shareholders request that the Board of Directors prohibit sales of facial recognition technology to government agencies unless the Board concludes, after an evaluation using independent evidence, that the technology does not cause or contribute to actual or potential violations of civil and human rights. Proponents recommend the Board consult with technology and civil liberties experts and civil and human rights advocates to assess: The extent to which such technology may endanger or violate privacy or civil rights, and disproportionately impact people of colour, immigrants, and activists, and how Amazon would mitigate these risks.

Company's Argument

On February 7, 2019, Amazon published a blog post detailing its proposed guidelines on the responsible use of facial recognition technology. In the blog post, the Company stated that it recognize the concerns that have been raised about how facial recognition could be used to discriminate and violate civil rights, and that it had talked to customers, researchers, academics, policymakers, and others to understand how to best balance the benefits of facial recognition with the potential risks. Rekognition is a powerful tool for business purposes, and for law enforcement and government agencies to catch criminals, prevent crime, and find missing people. New technology should not be banned or condemned because of its potential misuse; instead, there should be a dialogue among all parties involved to ensure that the technology is applied appropriately and is continuously enhanced. Since being introduced in 2016, Amazon Rekognition has been used to aid non-profit, advocacy, and government groups to rescue victims of human trafficking, inhibit child exploitation, and reunite missing children with their families. It has also been applied for various commercial uses. To gain access to Rekognition, a user must open an account and accept the AWS terms of use. In doing so, customers may not use AWS's services "for any illegal, harmful, fraudulent, infringing or offensive use," including "activities that are illegal, that violate the rights of others, or that may be harmful to others, Company operations or reputation." In the two-plus years AWS has been offering Amazon Rekognition, AWS has not received a single report of Amazon Rekognition being used in the harmful manner posited in the proposal. The Board strongly believes that facial recognition is an important, even critical, tool for business, government, and law enforcement use. In addition, the Company will continue to offer support to policymakers and legislators in developing or qualifying the appropriate laws.

PIRC's Analysis

The proponent does not seek an outright ban on the use of the Company's Rekognition product as is characterised by the Company's summary of the proposal, rather it seeks a temporary hold on the product's use by specific customers while a full assessment of its potential misuse is undertaken. The Company's provision of products linked to potential human rights violations may expose it to legal, financial, and reputational risks. Concerns over new facial recognition tools have linked these products to racial bias and risks to privacy and First Amendment rights. Since the proposal does not request an outright ban on sales of the Company's Rekognition product either to the US government or to governments representing repressive regimes, it, more 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 violating human rights and civil liberties represented by its product being used by any customer, and the extent to which said product can be sold to repressive governments. 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: 2.4, Abstain: 1.6, Oppose/Withhold: 96.0,

7. *Shareholder Resolution: Report on Impact of Government Use of Facial Recognition Technologies*

Proponent's Argument

Shareholders request the Board of Directors commission an independent study of Rekognition and report to shareholders regarding: The extent to which such technology may endanger, threaten, or violate privacy and or civil rights, and unfairly or disproportionately target or people of colour, immigrants and activists in the United States; The extent to which such technologies may be marketed and sold to authoritarian or repressive foreign governments, identified by the United States Department of State Country Reports on Human Rights Practices; The financial or operational risks associated with these human rights issues; The report should be produced at reasonable expense, exclude proprietary or legally privileged information, and be published no later than September 1, 2019. The proponent believes the Board of Directors' fiduciary duty of care extends to thoroughly evaluating the impacts on reputation and shareholder value, of any surveillance technology the Company produces or markets on which significant concerns are raised regarding the danger to civil and privacy rights of customers and other stakeholders. The Company developed and is marketing to government and law enforcement agencies, a facial recognition system (Rekognition), that the proponent believes may pose significant financial risks due to its privacy and human rights implications. Human and civil rights organizations are concerned that facial surveillance technology may ultimately violate civil rights by unfairly and disproportionally targeting and surveilling people of colour, immigrants and civil society organizations. Hundreds of Amazon's employees have petitioned the Company Chief Executive Officer to stop providing Rekognition to government agencies, a practice detrimental to internal cohesion, morale, and which undermines Amazon employees' commitment to its retail customers by placing those customers at risk of warrantless, discriminatory surveillance. The marketing of this technology could also be expanded to foreign authoritarian regimes, resulting in the Company's surveillance technologies being used to identify and detain democracy advocates. Over seventy civil and human rights groups, joined by academics, employees, and other stakeholders have called upon the Company's Chief Executive Officer to stop selling Rekognition enabling a "government surveillance infrastructure".

Company's Argument

On February 7, 2019, Amazon published a blog post detailing the proposed guidelines on the responsible use of facial recognition technology. In the blog post, the Company stated that they recognize the concerns that have been raised about how facial recognition could be used to discriminate and violate civil rights, and that they have talked to customers, researchers, academics, policymakers, and others to understand how to best balance the benefits of facial recognition with the potential risks. Rekognition is a powerful tool for business purposes, and for law enforcement and government agencies to catch criminals, prevent crime, and find missing people. New technology should not be banned or condemned because of its potential misuse; instead, there should be a dialogue among all parties involved to ensure that the technology is applied appropriately and is continuously enhanced. Since being introduced in 2016, Amazon Rekognition has been used to aid non-profit, advocacy, and government groups to rescue victims of human trafficking, inhibit child exploitation, and reunite missing children with their families. It has also been applied for various commercial uses. To gain access to Rekognition, a user must open an account and accept the AWS terms of use. In doing so, customers may not use AWS's services "for any illegal, harmful, fraudulent, infringing or offensive use," including "activities that are illegal, that violate the rights of others, or that may be harmful to others, our operations or reputation." In the two-plus years AWS has been offering Amazon Rekognition, AWS has not received a single report of Amazon Rekognition being used in the harmful manner posited in the proposal. The Board strongly believes that facial recognition is an important, even critical, tool for business, government, and law enforcement use. In addition, the Company will continue to offer support to policymakers and legislators in developing or qualifying the appropriate laws.

PIRC's Analysis

While this proposal is, in part, duplicative of Proposal 6, the Company's response is almost identical. However, given the concerns outlined in the proponent's preamble from a variety of stakeholders and constituencies, including Amazon employees, and the exposure of the Company to potential human rights violations and to legal, financial, and reputational risks, the report requested by Proposal 6 and the current Proposal could be amalgamated into a single report addressing all of the potential risks associated with the use and misuse of this product as it relates to human rights and civil liberties. As such, support for this resolution is also recommended.

Vote Cast: *For* Results: For: 27.5, Abstain: 2.4, Oppose/Withhold: 70.1,

8. *Shareholder Resolution: Report on Products Promoting Hate Speech*

Proponent's Argument

On average, 250,000 hate crimes were perpetrated in America each year between 2004 and 2015 according to the Bureau of Justice Statistics. Hate crimes appear to be on the rise, and some have suggested that online hate speech can help weaken inhibitions against harmful acts. According to its policy on offensive and controversial materials, "Amazon does not allow products that promote, incite or glorify hatred, violence, racial, sexual or religious intolerance or promote organizations with such views." Unfortunately, this policy appears to be applied inconsistently, which may indicate a lack of clear internal policies and effective controls. While Amazon.com, Inc. ("Amazon") has removed some offensive products, a July 2018 report found racist, Islamophobic, homophobic and anti-Semitic items on Amazon's platforms. As of November 19, 2018, searches on Amazon.com showed that offensive and controversial products continue to be available for sale through the platform. For instance, a search for "Kek," a satirical religion associated with the white nationalist movement, returned dozens of results, including Kek flags, which intentionally evoke the design of the Nazi war flag. Making offensive products available could expose Amazon to reputational damage and impair relationships with key stakeholders including customers, regulators and employees. This is particularly true as Amazon continues to pursue growth in more diverse and culturally complex international markets. In both the European Union and the United States other companies, including Ryanair and Waffle House, have faced boycotts for failing to address racism encountered by customers. Both Germany and the European Union have enacted laws restricting hate speech. Investors request that Amazon report on its efforts to address hate speech and the sale of offensive products throughout its businesses.

Company's Argument

The Board claims to take seriously its commitment to diversity and respect for people from all backgrounds, including gender, race, ethnicity, religion, sexual orientation, disability, and other dimensions of diversity, which are enduring values for us as reflected in a number of Company policies. This commitment extends not only to the workforce, but to the customer experience as well. Company policies prohibit the sale of products that promote, incite, or glorify hatred, violence, racial, sexual, or religious intolerance or promote organizations with such views. The Company will also remove listings that graphically portray violence or victims of violence. The Board maintains that these policies to ensure a welcoming environment for global customers and selling partners to do business while offering the widest selection of items on earth. The Company promotes trust and respect, as well as adherence to the law. If a seller supplies a product in violation of the offensive products policies, the Company will take corrective actions, as appropriate. An example of Amazon.com's policies is the "Offensive and Controversial Materials" policy, which states "we exercise judgment in allowing or prohibiting listings, and we keep our global community of customers and cultural differences and sensitivities in mind when reviewing and making a decision on products" and reserve the right to determine the appropriateness of listings on the Company website. The Company has, and will continue to develop and implement, processes to enforce compliance with the offensive products policies. The Offensive Products team covers global operations and seeks information about potentially offensive products from various sources including customer contacts, social media posts, and the press. This process is global and involves obtaining multiple internal perspectives from both senior leadership and global points of contact. To support efforts to enforce offensive products policies, the Company has developed automated systems, that may also involve a manual review component for ambiguous cases, to remove products that violate these policies. Under the processes outlined above, hundreds of thousands of product listings have been blocked or removed from Company stores during the past 12 months, including products that promote, incite, or glorify hatred, violence, racial, sexual, or religious intolerance or promote organizations with such views.

PIRC's Analysis

The application of clear internal policies and effective controls to ensure that products that "promote, incite or glorify hatred, violence, racial, sexual or religious intolerance" are not sold on the Company's website is essential to avoid reputational damage, regulatory risk and damage to relationships with key stakeholders such as customers and employees. Without the effective application of such policies, customer loyalty will be adversely affected and human capital issues might ensue. The request for a report disclosing enforcement mechanisms the Company has put in place, or intends to put in place, to ensure compliance with Amazon's stated policies is reasonable. Support for the proposal is recommended

Vote Cast: *For* Results: For: 26.9, Abstain: 0.9, Oppose/Withhold: 72.2,

9. *Shareholder Resolution: Introduce an Independent Chairman Rule*

Proponent's Argument

Shareholders of Amazon.com Inc. ("Amazon") ask the Board of Directors to adopt a policy, and amend the bylaws as necessary, to require the Chair of the Board to be an independent director. The policy should provide that (i) if the Board determines that a Chair who was independent when selected is no longer independent, the Board shall select a new Chair who satisfies the policy within 60 days of that determination; and (ii) compliance with this policy is waived if no independent director is available and willing to serve as Chair. This policy shall apply prospectively so as not to violate any contractual obligation. Amazon's Chief Executive Officer (CEO) Jeff Bezos also serves as Board Chairman. The combination of these two roles in a single person weakens a corporation's governance, which can harm shareholder value. The proponent considers that shareholder value is enhanced by an independent Board Chair who can provide a balance of power between the CEO and the Board and support strong Board oversight. An independent Board Chair has been found in academic studies to improve the performance of public companies, although evidence overall is inconclusive. While separating the roles of Chair and CEO is the norm in Europe, 50% of S&P 500 company boards have also implemented this best practice. The proponent believes that independent Board leadership would be particularly useful at Amazon in providing more robust oversight regarding environmental, social and governance ("ESG") issues. Independent Board leadership would more likely result in improved policies and practices mitigating business risks.

Company's Argument

The Board is committed to strong, independent leadership of the Board. The independent directors on the Board have appointed a lead director from the Board's independent directors, in order to promote independent leadership of the Board and address the governance concerns listed in the shareholder proposal. The Board believes that this leadership structure improves the Board's ability to focus on key policy and operational issues and helps us operate in the long-term interests of shareholders, while maintaining a strong, independent perspective. In addition, the Board believes flexibility in board leadership structure is more suitable for us than a rigid and prescriptive approach. Instead, this proposal, if implemented, would require the Board to immediately remove Mr. Bezos from his position as Chair, rather than allowing the Board to, for example, assess the issue at some point in the future when there is a leadership transition. The Board does not believe that such an immediate transition would be in the best interests of Amazon or its shareholders. The Board has selected founder and CEO, Jeff Bezos, as the Chair of the Board. The Board believes that Mr. Bezos' role in founding Amazon and his significant ownership stake in Amazon positions him well to work with the Board on the key policy and operational issues that will help us operate in the long-term interests of shareholders. In this regard, the stock has significantly outperformed the S&P 500 over the last 10-years. For example, over the last five years, Amazon stock has increased approximately 429% while the S&P 500 has risen approximately 52%. It is important for the Board to continue to determine on a case-by-case basis the most effective leadership structure for us, rather than take a rigid approach to board leadership, as called for by the shareholder proposal. In addition, in reviewing this proposal, the Board took into consideration relevant benchmarking data and concluded that the proposal's approach is not common practice. For example, as of 2018, 50% of S&P 500 companies combined the chairman and CEO roles while a significantly lower percentage require the chair to be independent, as requested by this proposal. In addition, the Company's existing corporate governance practices reinforce the Board's alignment with, and accountability to, shareholders.

PIRC's Analysis

The separation of the roles of Chairman and CEO by adopting a policy of appointing an independent Chairman is best practice in corporate governance. Combining the two roles in a single incumbent represents a concentration of power that is potentially detrimental to the power structure of the board, to effective debate and to the board's ability to oversee management. An independent Chairman can also facilitate clearer lines of accountability with respect to corporate decisions. It is also considered that all board meetings (not just those of independent directors) should be led by an independent director. The appointment of an independent Chairman also provides a clear division of responsibilities running the board and running the company's business. While the Company, in its response, claims the Mr. Bezos, the Company's founder, chairman and CEO, is ideally placed to lead the company and the board, precisely the opposite is likely to be the case as a fully independent board and chairman is generally even more important where a company led by a founder. The existence of a Lead Director is not considered to be an adequate substation for an independent chairman. Support for the resolution is recommended.

Vote Cast: *For* Results: For: 24.1, Abstain: 3.1, Oppose/Withhold: 72.8,

10. *Shareholder Resolution: Report on Sexual Harassment*

Proponent's Argument

Amazon executives have aggressively allied themselves with a variety of progressive social and political causes at the same time a key Amazon executive became embroiled in a scandal involving allegations of sexual harassment. Amazon's CEO and largest shareholder controls a holding company that owns The Washington Post, whose editorials and news articles promote the same progressive political and social causes. This hypocrisy threatens Amazon's reputation. The bankruptcy of The Weinstein Company LLC, which provided content to Amazon's streaming service, underscores this risk. Several public companies have lost billions in market capitalization shortly after executives were accused of sexual misconduct, prompting lawsuits by shareholders. Recent events have placed the Company's policies and practices under scrutiny. In October 2017, Amazon Studios head Roy Price resigned several days after the Company suspended him. Yet the sexual harassment allegation against Price reportedly dated to 2015. Shareholders request management review its policies related to sexual harassment to assess whether the Company needs to adopt and implement additional policies and to report its findings. Such a report might include: A review of policies and procedures to confirm that effective grievance mechanisms are in place and are being publicized within the Company, and that material penalties exist and are being appropriately enforced; Disclosure of the number of firings and disciplinary actions short of termination taken by the Company as a result of these policies; Disclosure of information about sexual harassment financial settlements, amongst other measures. Amazon can take measures to manage and improve risk oversight and by doing so, signal to employees-and investors-that the Board and management are committed to ensuring a safe workplace; Also, a less monolithic Company culture, especially at the executive level, will create a more inclusive and respectful workplace.

Company's Argument

Amazon does not tolerate sexual harassment. As stated in the Code of Business Conduct and Ethics, The Board believes that its employees should be treated with respect and dignity. The Company have reporting mechanisms in place for employees to report allegations of sexual harassment and other forms of unlawful harassment, and workplace discrimination. Additionally, in 2018, the Board amended the Leadership Development and Compensation Committee Charter to expressly state that the committee will oversee the Code of Business Conduct and Ethics with respect to sexual harassment and other forms of unlawful harassment, and workplace discrimination. The Committee receives and reviews regular, periodic reports on any complaints, allegations, and incidents regarding sexual harassment and other forms of unlawful harassment, and workplace discrimination reported pursuant to the Code of Business Conduct and Ethics. The company has a robust protocol in place that includes a clear and consistent policy against unlawful harassment and discrimination that is broadly communicated, anti-harassment training for all managers, mechanisms to report and respond to complaints, and a prohibition against retaliation for reporting sexual harassment complaints made in good faith. The Company promptly investigates allegations of unlawful harassment and discrimination and take action as appropriate. Given the Board's attention and commitment to preventing and addressing unlawful harassment and discrimination throughout the workforce and its ongoing oversight of complaints regarding unlawful harassment and workplace discrimination, the Board recommends that shareholders vote against this proposal.

PIRC's Analysis

It is to be commended that the Company has "amended the Leadership Development and Compensation Committee Charter to expressly state that the committee will oversee our Code of Business Conduct and Ethics with respect to sexual harassment and other forms of unlawful harassment, and workplace discrimination". Since this change came after the instances of harassment noted in the resolution, it is to be hoped that reporting of such events and the actions taken consequently to and by the committee have made more effective the Company's existing policies to prevent sexual harassment. However, since this change is of such recent date, a report detailing some of the statistics and actions that are requested from both before and after the specific authority being granted to the board committee would give shareholders valuable information on how this change has reduced the Company's exposure to financial and reputational risk associated with the discovery of sexual harassment within its workforce. As such, a vote for the resolution is recommended.

Vote Cast: *For* Results: For: 32.7, Abstain: 1.9, Oppose/Withhold: 65.4,

11. *Shareholder Resolution: Report on Climate Change*

Proponent's Argument

Shareholders request that Amazon's Board of Directors prepare a public report as soon as practicable describing how Amazon is planning for disruptions posed by climate change, and how Amazon is reducing its company-wide dependence on fossil fuels. The report should be prepared at reasonable expense and may exclude confidential information. Amazon is both affected by and contributing to climate change. Science has established that climate change is causing overall increases in extreme weather intensity and frequency. Scientists are increasingly measuring climate change's contributions to individual weather events. Disruptions from climate change will increase and intensify without urgent action curtailing further warming. 2018's National Climate Assessment predicts hundreds of billions of dollars in annual economic losses in the United States, Amazon's largest market. Extreme weather exacerbated by climate change poses great risks to Amazon's workers, customers, and infrastructure, and already impacts Amazon. Amazon is not a mere victim of climate change-its operations contribute significantly to the problem. The overwhelming scientific consensus is that burning fossil fuels is the major driver of climate change. To limit warming to the safer levels governments committed to in the Paris Agreement, scientists estimate that the world can only burn a fifth of existing fossil fuel reserves. Multiple industries will have to modernize to meet this mandate.

Coal still powers Amazon data centres. Diesel, gasoline, and jet fuel still power package delivery. Many of Amazon's peers, including Google, UPS, Walmart, and Target, have reported on climate change plans. Amazon's report could include time-bound, quantitative metrics for transitioning off fossil fuels at the speed and scale necessary to meet targets in IPCC's latest climate science report. Amazon can follow its leadership principle on "Ownership" to consider long-term climate risks.

Company's Argument

The proponents request that the Company prepare a public report describing how it plans for disruptions posed by climate change and how it is reducing company-wide dependence on fossil fuels. The Company has outlined numerous ways in which it prepares for and mitigates against climate change, including programs such as Frustration Free Packaging, Amazon Day, and Ship in Own Container. The Company also announced that it plans to disclose the company-wide carbon footprint, along with related goals and programs, later this year. The Company also references a long-term company-wide goal to power the Company's global infrastructure using 100% renewable energy. The company has completed 53 wind and solar projects worldwide. The corporate headquarters in Seattle consists of sustainable, energy-efficient buildings. The Company has established many of its corporate offices in city centres to encourage commuting to work that has minimal environmental impact, and actively supports public transportation. In Seattle, over $70 million has been contributed toward public transportation by investing in the city's local and regional transportation system. In 2018, the Company launched the Amazon Sustainability Data Initiative. The Amazon Sustainability Data Initiative significantly reduces the cost, time, and technical barriers associated with analysing large datasets to generate sustainability insights. The Board agrees that planning for potential disruptions posed by climate change and reducing company-wide dependence on fossil fuels are important. However, the Board believes that Amazon is already doing this, especially given the stated commitment to disclose the Company's overall carbon footprint, along with related goals and programs.

PIRC's Analysis

While there is a very large amount of sustainability disclosure on the Company's sustainability website on a range of initiatives from reducing packaging to low climate impact buildings to renewable energy and there is a clear commitment to disclosing the Company's carbon footprint and its goals and targets to reduce this footprint later this year, shareholder support for the resolution would send a strong message to the Company that these issues are of paramount importance to investors concerned about the impact of climate change and disruption on the Company's operations. The Proponent is seeking an acceptable level of additional disclosure on the Company's exposure to ESG risk, particularly given the Company's size and associated exposures to such risks. Comprehensive reporting on sustainability issues is in shareholders' interests both as a means of informing them of potential risks and opportunities faced by the company, as well as strategies put in place to manage those risks and opportunities, and the goals adopted to reduce and eliminate climate risk from the Company's operations, but also as a means of ensuring that the management and the Board continue to give due consideration to these issues. Additional disclosure would be of benefit to shareholders who could make a more informed judgement related to their investment. A vote in favour of the resolution to support the Company's commitments is recommended.

Vote Cast: *For* Results: For: 29.8, Abstain: 3.7, Oppose/Withhold: 66.5,

12. *Shareholder Resolution: Disclose a Board of Directors' Qualification Matrix*

Proponent's Argument

Resolved, that the shareholders of the Amazon.com, Inc. (the "Company") request the Board adopt a policy to disclose to shareholders the following: A description of the specific minimum qualifications that the Board's nominating committee believes must be met by a nominee to be on the board of directors; and each nominee's skills, ideological perspectives, and experience presented in a chart or matrix form. The proponent believes that boards that incorporate diverse perspectives can think more critically and oversee corporate managers more effectively. By providing a meaningful disclosure about potential Board members, shareholders will be better able to judge how well-suited individual board nominees are for the Company and whether their listed skills, experience and attributes are appropriate in light of the Company's overall business strategy. Ideological diversity contemplates differences in political/policy beliefs. True diversity comes from diversity of thought. There is ample evidence that the many companies operate in ideological hegemony that eschews conservative people, thoughts, and values. This ideological echo chamber can result in groupthink that is the antithesis of diversity. This can be a major risk factor for shareholders. The Proponents believe a diverse board is a good indicator of sound corporate governance and a well-functioning board. Diversity in board composition is best achieved through highly qualified candidates with a wide range of skills, experience, beliefs, and board independence from management.

Company's Argument

The Board claims that diversity is a cornerstone of its continued success, and the Board is proud of the diversity of experience and perspectives represented by its directors and employees. As stated in the Board of Directors Guidelines on Significant Corporate Governance Issues, the Nominating and Corporate Governance Committee seeks out candidates with a diversity of experience and perspectives, including diversity with respect to race, gender, geography, and areas of expertise. Among the qualifications and skills of a candidate considered important by the Nominating and Corporate Governance Committee are: a commitment to representing the long-term interests of shareholders; customer experience skills; Internet savvy; an inquisitive and objective perspective; the willingness to take appropriate risks; leadership ability; human capital management; personal and professional ethics, integrity, and values; practical wisdom and sound judgment; and business and professional experience in fields such as retail, operations, technology, finance/accounting, product development, intellectual property, law, multimedia entertainment, and marketing. The processes for nominating directors are designed to advance the long-term interests of shareholders by constituting a Board that reflects a diversity of experience and perspectives. The Nominating and Corporate Governance Committee annually reviews the tenure, performance, and contributions of existing Board members, and considers all aspects of each candidate's qualifications and skills in the context of the Company's needs at that point in time. As demonstrated by the director nominees that the Nominating and Corporate Governance Committee has recommended for election at the Annual Meeting, The Board believes these processes have produced a Board with deep business acumen that reflects and benefits from a diversity of perspectives, engages in robust discussions, and makes well-informed decisions.

PIRC's Analysis

The potential benefits of board diversity lie in widening the perspectives on business issues brought to bear on decision-making, avoiding too great a similarity of attitude and helping companies understand their customers, marketplace, supply chain and workforces. Disclosure surrounding the board's composition allows shareholders to consider board diversity in the context of the long-term interests of the Company. Disclosure of a policy to improve diversity and goals that have been set to meet this policy also reassures shareholders that a diverse board is not just an aspiration but a goal. However, this resolution has been filed by a conservative policy think tank (the National Center for Public Policy Research - NCPPR) as a spoiler resolution to prevent other shareholders from filing resolutions regarding Amazon's board diversity and focuses on "ideological" diversity with the clear intent to ensure that conservative views are represented on the board as well as so-called liberal perspectives. The NCPPR self-describes as a conservative free-market think tank and in 2014, as a shareholder, asked Apple to "disclose the costs of its sustainability programs", which was rejected by 97% vote, arguing that Apple's decision to have all of its power come from greens sources would lower shareholders' profits. Disclosing directors' competences in a matrix would be welcomed, and the evaluation of the nomination process at Amazon is below market best practice. However, the board already shows sufficient diversity and a vote against the resolution is recommended.

Vote Cast: *Oppose* Results: For: 2.7, Abstain: 0.7, Oppose/Withhold: 96.7,

13. *Shareholder Resolution: Report on Gender Pay Gap*

Proponent's Argument

The World Economic Forum estimates the gender pay gap costs the economy 1.2 trillion dollars annually. The median income for women working full time in the United States is 80 percent of that of their male counterparts. This disparity can equal nearly half a million dollars over a career. The gap for African American and Latina women is 60 percent and 55 percent. At the current rate, women will not reach pay parity until 2059. United States companies have begun reporting statistically adjusted equal pay for equal work numbers, assessing the pay of men and women performing similar jobs, but mostly ignore median pay gaps. Regulation in the United Kingdom now mandates disclosure of median gender pay gaps. And while Amazon impressively reported no median hourly pay gap, with women earning -0.07 percent more than men for its United Kingdom operations, it has not published median information for its global operations. Amazon reports that in 2017 women earned 101.5 percent of the compensation received by men on a statistically adjusted equal pay basis, including base salary and stock, and minorities received 100.5 percent of the compensation received by white employees. Yet, those statistically adjusted numbers alone fail to consider how discrimination affects differences in opportunity. In contrast, median pay gap disclosures address the structural bias that affects the jobs women hold, particularly when men hold higher paying jobs. Women account for 40 percent of Amazon's employees but only 26 percent of the company's leadership. Mercer finds actively managing pay equity "is associated with higher current female representation at the professional through executive levels and a faster trajectory to improved representation. Shareholders request Amazon report on the company's global median gender pay gap, including associated policy, reputational, competitive, and operational risks, and risks related to recruiting and retaining female talent.

Company's Argument

The Board states that people should receive equal pay for equal work, regardless of gender or race, and are committed to compensating employees fairly and equitably. The reported gender pay statistics demonstrate that Amazon pays its employees comparably when analysing the work of people performing the same jobs. When evaluating 2018 compensation in the U.S., the reported data demonstrates that women earned 99.5 cents for every dollar that men earned performing the same jobs, and minorities earned 98.5 cents for every dollar that white employees earned performing the same jobs. Reporting an unadjusted global median wage gap statistic annually would not advance the Company's commitment to ensuring equal pay for equal work. An unadjusted global median pay statistic does not account for differences in pay practices across countries such as cost of living, job function, level, labour force participation rates, country currency, geography, and other factors that impact differences in compensation on a global basis. The Board believes that the global pay gap information that is reviewed and disclose publicly each year, which incorporates these differences, provides a more accurate picture of Company global pay policies and practices. Along with providing equitable compensation, the Company creates an environment where all employees can be successful and thrive. Here too, the workforce demographics demonstrate that Amazon continues to make progress year over year. With more than 640,000 employees worldwide, the percentage of women and U.S. underrepresented racial/ethnic minorities across tech and non-tech corporate roles has increased over the past three years. Given the Company's focused attention on ensuring equal pay practices through its policies and practices as reflected by its published pay statistics, the Board recommends that shareholders vote against this proposal.

PIRC's Analysis

The Proponents request for the disclosure of the Company's current median gender pay gap is not a reflection on the Company's actions taken to promote gender and race equality and the promotion and cultivation of female employees and is not a reflection on its successful policy to pay women and minorities equal pay for equal work. While the Company's best practices to address pay equity and its steps to ensure that it attracts women and people of colour into leadership positions are to be commended, the disclosure of a median gender pay gap would give shareholders and stakeholders a baseline from which to assess the Company's progress towards full gender and race equity and its continued disclosure will also allow them to assess progress towards this goal. A vote for the resolution is recommended.

Vote Cast: *For* Results: For: 25.8, Abstain: 3.5, Oppose/Withhold: 70.6,

14. *Shareholder Resolution: Assess Feasibility of Including Sustainability as a Performance Measure for Senior Executive Compensation*

Proponent's Argument

Studies suggest that companies that integrate environmental, social, and governance (ESG) factors into business strategy reduce reputational, legal, and regulatory risks and improve long-term performance. A leading group of companies has integrated sustainability metrics into executive pay incentive plans, among them Unilever and Walmart. Guidance from the UN Principles for Responsible Investment (2012) states that including ESG factors in executive incentive schemes can help protect long-term shareholder value. Diversity, inclusion, and equity are key components of business sustainability and success, however Bloomberg Businessweek argued that, among the major tech companies struggling with diversity and inclusion, "Amazon is one of the bigger sinners" Amazon has taken steps to address diversity. However, challenges are mounting as Amazon remains predominantly white and male, especially in leadership roles. Among Amazon's top 105 executives in 2016 (according to the most recent EEO-1 report made available), just 22 percent were women, and only one executive was an underrepresented person of colour. Investors seek clarity regarding how Amazon drives improvement and how that strategy is supported by executive accountability. Clearly-disclosed, comprehensive links among sustainability, diversity, and executive compensation would enhance Amazon's approach. Peers such as Microsoft, Intel, and IBM have already set diversity goals and begun linking parts of compensation to such goals. Amazon should consider changing to keep pace with leaders and to strengthen human capital management. Shareholders request the Board Compensation Committee prepare a report assessing the feasibility of integrating sustainability metrics, including metrics regarding diversity among senior executives, into performance measures or vesting conditions that may apply to senior executives under the Company's compensation plans or arrangements.

Company's Argument
The Board claims to have conducted an extensive project over the past several years to develop an advanced scientific model to carefully map its carbon footprint to provide the business teams with detailed information helping them identify ways to reduce carbon use in their businesses. An example of commitment to sustainability is the project Shipment Zero. To track Company progress on this program and as part of an overall commitment to sharing sustainability goals, the Company plans to share its company-wide carbon footprint, along with related goals and programs, later in 2019. As part of Shipment Zero, the Company will continue to use its scale and the feedback customers share with us to enable and encourage suppliers up and down the supply chain to reduce their own environmental impact, just as the Company has done with programs like Ship in Own Container and Frustration Free Packaging. Similarly, the company takes seriously its commitment to diversity and respect for diverse backgrounds, including gender, race, ethnicity, religion, sexual orientation, disability, and other dimensions of diversity, which are enduring values for us as reflected in a number of policies, as discussed on the Diversity at Amazon website. The Board believes that they are already effectively addressing the objectives of this proposal. The primary component of senior executives' total compensation at Amazon is stock-based compensation. While it would be possible to integrate performance metrics, including sustainability metrics, into the vesting conditions that apply to executives under the compensation arrangements, the Board believes that existing executive compensation arrangements tightly align senior executive compensation with Amazon's long-term success. Because the Board believes that addressing sustainability and diversity goals also support long-term value, the Board believes existing executive compensation arrangements already address the objectives of this proposal.
PIRC's Analysis
The incorporation of sustainability and diversity metrics into the performance measures of senior executives is considered best practice and is a practice that is spreading annually. A redesign of performance management in this way will help the Company incentivise its executives to improve performance on a variety of environmental and social issues and mitigate legal, regulatory and reputational risk in this area, which can be detrimental to company financial performance. The Company does not apply performance metrics to its restricted stock units at all, alleging that since their value is dependent on long-term value growth and that sustainability is an agent in that long-term growth. While the simplicity of the Company's approach to executive equity pay can be effective, tying the vesting of these units to meeting the Company's soon to be stated carbon footprint reduction goals and other ESG targets would focus executives on meeting these goals and targets. Support for the proposal is recommended.

Vote Cast: *For* Results: For: 19.0, Abstain: 0.7, Oppose/Withhold: 80.3,

15. *Shareholder Resolution: Provide Vote Counting to Exclude Abstentions*
Proponent's Argument
Many American corporations employ a poor governance practice that gives boards unwarranted power to disregard investor concerns. This practice-known as "Formula Swapping"-has caused more than 100 shareholder proposals that earned a winning 50%-or-greater Simple Majority vote to instead be regarded as "failing". The key is how ABSTAIN votes are treated. Using Formula Swapping, Amazon packs ABSTAIN votes into the formula against shareholder proposals. Ignoring voter intent, Formula Swapping mathematically converts every abstention into an AGAINST vote, reducing the percentage cast in favour. Amazon engages in this kind of Formula Swapping, using a favourable Simple Majority vote-counting formula for board elections, but a more repressive formula to count votes on shareholder proposals. The inconsistent treatment of these management proposals versus shareholder proposals disproportionately benefits management's board vote while depressing the tally on shareholder items. This constitutes poor governance-Formula Swapping puts stockholders at a disadvantage, and reflects the faulty logic that a Company can judge voter intent. Shareholders ask the Board of Amazon.com, Inc. to take steps to amend Company governing documents to provide that all non-binding matters presented by shareholders shall be decided by a simple majority of the votes cast FOR and AGAINST an item. This policy would apply to all such matters unless shareholders have approved higher thresholds, or applicable laws or stock exchange regulations dictate otherwise.
Company's Argument
The Board regularly reviews its corporate governance practices, including the methodologies for how votes are cast. The Board has undertaken several steps to improve its governance practices, including adopting proxy access and majority voting for directors. The vote-counting methodology is consistent with Delaware law,

which applies to Amazon by virtue of its incorporation in that state. Section 216 of the Delaware General Corporation Law provides, as a default, that in all matters other than the election of directors, the affirmative vote of the majority of shares present in person or represented by proxy at the meeting and entitled to vote on the subject matter shall be the act of the shareholders. Because shares that vote to abstain are present and entitled to vote, under this Delaware law standard any shares present at the meeting that abstain from voting are essentially counted as votes against the matter. The vote-counting practices are fair and consistent with practices of peer companies. The vote-counting methodology used does not inherently favour proposals submitted by the Board over proposals submitted by shareholders, as the vote-counting standard for approving any proposal other than for the election of directors is identical. Thus, the same vote counting standards are applied to management votes on executive compensation. The Board believes that changing the vote-counting practices would not be in the best interests of the shareholders. All shares present in person or represented by proxy at the Annual Meeting are entitled to vote on each shareholder proposal included in the Proxy Statement. The Board believes that it is the responsibility of anyone putting a proposal forward for shareholders to approve-regardless of whether Amazon or a shareholder proponent-to persuade shareholders owning a majority of the shares that vote to support the proposal. Abstentions reflect the fact that a shareholder has reviewed and evaluated a proposal but has not been persuaded to support the proposal. Further, shareholders are clearly told the effect of an abstaining vote. As opposed to ignoring shareholders who abstain, the Board believes it appropriate to count abstentions as present at the Annual Meeting and entitled to vote, and thus as relevant in determining whether a majority of the shares present have voted in favour of a proposal.

PIRC's Analysis

Shareholders should have the right to approve matters submitted for their consideration by a simple majority of the shares voted. The exclusion of abstentions from vote calculations would result in a clear, consistent and accurate picture of shareholders' intentions with respect to both management and shareholder-sponsored proposals. That counting abstentions is allowed by Delaware law does not make it right. The statement that counting abstentions as 'against' votes does not favour management resolutions over shareholder resolutions is disingenuous as abstain votes are not counted as 'against' votes in director elections. In addition, the claim that excluding abstentions would not have changed any voting results is irrelevant; the issue is: what will happen if counting abstentions does affect the result of a shareholder vote. Categorising not counting abstentions as disenfranchising shareholders who have chosen this option is also disingenuous, as the Company does not count them as abstentions but as votes against a shareholder proposal and in support of management. This latter practice does disenfranchise shareholders who have chosen neither to support the resolution nor to support management. A vote for the resolution is recommended.

Vote Cast: *For* Results: For: 4.7, Abstain: 0.3, Oppose/Withhold: 95.0,

ENQUEST PLC AGM - 23-05-2019

6. *Re-elect Laurie Fitch*

Independent Non-Executive Director.

Vote Cast: *For* Results: For: 89.0, Abstain: 0.2, Oppose/Withhold: 10.9,

13. *Approve the Remuneration Report*

Overall disclosure is adequate. The change in the CEO's salary is in line with the rest of the Company, as the CEO's salary rose by 2%, while the pay for UK employees increased also by 2%. Additionally, CEO's salary is in the lower quartile of the Company's comparator group. Changes in CEO pay in the last five years are not in line with changes in TSR during the same period. Total variable pay for the year under review was not excessive, as the CEO received approximately 182% of salary in variable pay. The ratio of CEO pay compared to average employee pay is acceptable at 14:1.

Rating: BC.

Vote Cast: *Abstain* Results: For: 81.0, Abstain: 0.4, Oppose/Withhold: 18.5,

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: 88.6, Abstain: 0.6, Oppose/Withhold: 10.9,

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: 84.2, Abstain: 0.6, Oppose/Withhold: 15.3,

INFORMA PLC AGM - 24-05-2019

12. *Re-elect Stephen Davidson*
Independent Non-Executive Director. There are concerns over the Directors aggregate time commitments. However, they have attended 100% of Board and Committee meetings during the year. Whilst concerns over the available time this director is able to dedicate to the position remain, given the lack of evidence to suggest the role is not being adequately fulfilled, a vote in favour is recommended.

Vote Cast: *For* Results: For: 57.1, Abstain: 11.3, Oppose/Withhold: 31.6,

ILLUMINA INC AGM - 29-05-2019

5. *Advisory Vote on Stockholder Proposal to Enhance Election-Related Disclosures*

The shareholders of Illumina, Inc. request that the Company provide a report, updated semi-annually, disclosing the Company's: (i) Policies and procedures for making, with corporate funds or assets, contributions and expenditures (direct or indirect) to (a) participate or intervene in any campaign on behalf of (or in opposition to) any candidate for public office, or (b) influence the general public, or any segment thereof, with respect to an election or referendum; (ii) Monetary and non-monetary contributions and expenditures (direct and indirect), including the identity of the recipient as well as the amount paid to each, and the title(s) of the person(s) in the Company responsible for decision-making.
Proponent's Arguments: The Proponent believes that relying on publicly available data does not provide a complete picture of the Company's electoral spending. Further, the Proponent states that the Company's payments to trade associations used for election-related activities may be undisclosed and unknown. The Proponent believes that this proposal would bring the Company in line with a growing number of leading companies, including Edwards Lifesciences Corporation, Celgene Corporation, and Biogen Inc., which present this information on their websites.
Board's Arguments: The Board states that this stockholder proposal is unreasonably broad and burdensome and it is unnecessary request, especially for a

non-partisan, science and technology-focused Company. Further, the Company argues that if adopted, this stockholder proposal would cause significant costs and administrative burdens. Moreover, the Board believes that this proposal could arguably apply to expenditures unrelated to intervention in a political campaign and the vagueness of the proposal would present significant compliance uncertainty.
PIRC Recommendation: The transparency and completeness of the Company's reporting on political spending could be improved. The Company scores 7.1 % out of 100 on the CPA-Zicklin Index of corporate political accountability, which places it below average in terms of disclosure of political spending. Moreover, it is to the benefit of the Company and its shareholders to be open about political spending and so 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. The request for a report is considered reasonable and a vote for the resolution is recommended.

Vote Cast: *For* Results: For: 37.6, Abstain: 0.3, Oppose/Withhold: 62.1,

FACEBOOK, INC. AGM - 30-05-2019

1.2. *Elect Marc L. Andreessen*
Non-Executive Director. Not considered independent owing to a tenure of over nine years. However, there is sufficient independent representation on the board.

Vote Cast: *For* Results: For: 88.6, Abstain: 0.0, Oppose/Withhold: 11.4,

1.5. *Elect Sheryl K. Sandberg*
Executive Director. Support recommended.

Vote Cast: *For* Results: For: 89.4, Abstain: 0.0, Oppose/Withhold: 10.6,

4. *Approve the Frequency of Future Advisory Votes on Executive Compensation*
The company is providing shareholders with an advisory vote on whether the advisory vote on executive compensation should be held every one, two or three years. The board is required by Section 951 of The Dodd-Frank Wall Street Reform and Consumer Protection Act to offer this vote on the frequency of a say-on-pay proposal not less than every six years, although they have the option to offer this proposal more often.
The board of directors recommends an annual vote. It is considered that an annual vote on executive compensation is best practice for companies. Executive compensation comprises both fixed and variable pay elements, with the variable including share based incentive awards and cash bonuses over which the compensation committee have discretion. Decisions affecting the quantum and design of variable pay are made annually by the committee and it is therefore appropriate that shareholder approval is sought at the maximum frequency permitted by the new legislation. Contentious compensation payments and issues could occur in the intervening years between votes, if the frequency is less than annually. A one year frequency is therefore recommended.

Vote Cast: *1* Results: For: 21.7, Abstain: 0.2, Oppose/Withhold: 78.1,

6. *Shareholder Resolution Regarding Independent Chair*

Shareholders request the board of Directors adopt a policy, and amend the bylaws to require henceforth that the Chair of the board of Directors be an independent member of the board. This independence policy shall apply prospectively so as not to violate any contractual obligations. If the board determines that a Chair who was

independent when selected is no longer independent, the board shall select a new Chair who satisfies the requirements of the policy within a reasonable amount of time. Compliance with this policy is waived if no independent director is available and willing to serve as Chair.
Proponent's Arguments: The Proponent discloses that Facebook CEO Mark Zuckerberg has been board Chair since 2012 and that his dual-class shareholdings give him approximately 60% of Facebook's voting shares, leaving the board, even with a lead independent director, with only a limited ability to check Mr. Zuckerberg's power. The Proponent believes that this weakens Facebook's governance and oversight of management and therefore selecting an independent Chair would free the CEO to focus on managing the company and enable the Chairperson to focus on oversight and strategic guidance.
Board's Arguments: The board believes that the leadership structure of the board of directors already provides for independent leadership and oversight of management and Dr. Desmond-Hellmann currently serves as Lead Independent Director. Further, the board argues that the board of directors currently has no established policy on whether or not to have a non-executive Chair and believes that it should make that judgment based on circumstances and experience.
PIRC Analysis: 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. Combining the two roles in a single incumbent represents a concentration of power that is potentially detrimental to: the structure and dynamics of the board; effective debate; and the board's ability to oversee management. An independent Chair can also facilitate clearer lines of accountability with respect to corporate decisions. It is also considered that all board meetings (not just those of independent directors) should be led by an independent director. The appointment of an independent Chair also provides a clear division of responsibilities running the board and running the company's business. The existence of a Lead Director is not considered to be an adequate substitution for an independent chair, especially where the company is run by the founder. Given the significant challenges faced by the company and the majority support from public shareholders for the resolution in 2018, support for the resolution is recommended.

Vote Cast: *For* Results: For: 20.0, Abstain: 0.1, Oppose/Withhold: 79.9,

5. *Shareholder Resolution Regarding Change in Stockholder Voting*

Shareholders request that the board takes all practicable steps in its control to initiate and adopt a recapitalization plan for all outstanding stock to have one vote per share. The Shareholder recommends that this be done through a phase-out process in which the board would, at the earliest practicable time, establish fair and appropriate mechanisms through which disproportionate rights of Class B shareholders could be eliminated.
Proponent's Arguments: The Proponent argues that without equal voting rights, shareholders cannot hold management accountable and indicates that this was also apparent in the 2016 vote to approve a non-voting class of stock, described as a move to ensure Mr. Zuckerberg retained control of the company. The Proponent disclosed that almost 1.5 billion shares of stock voted AGAINST the creation of the non-voting class in 2016, but Mr. Zuckerberg's voting power alone was all that was needed to create the class. The Proponent further explains that only threat of a lawsuit "by shareholders who claimed that conflicts of interest and other behind-the-scenes discussions tainted a board decision to approve the creation of a new class of shares" was able to incite reversal of the plan. Further, the Proponent states that company's own 10-K describes the risk of the current share system: "Mark Zuckerberg... is able to exercise voting rights with respect to a majority of the voting power of our outstanding capital stock and therefore has the ability to control the outcome of matters submitted to our stockholders for approval. In addition, Mr. Zuckerberg has the ability to control the management and major strategic investments of our company as a result of his position as our CEO and his ability to control the election or replacement of our directors... Mr. Zuckerberg is entitled to vote his shares...in his own interests, which may not always be in the interests of our stockholders generally."
Board's Arguments: The board believes that the vision and leadership of the founder and CEO, Mark Zuckerberg, has guided the company from its inception and that under his guidance the company has established a track record of creating value for its stockholders and navigating important opportunities and challenges. Further, the board argues that The dual class capital structure with two classes of common stock (Class A common stock with one vote per share and Class B common stock with ten votes per share) was implemented in 2009, before the initial public offering, and all the investors who purchased shares of Class A common stock were aware of the capital structure, which is publicly disclosed.
PIRC Analysis: The company's current share structure allows for a single shareholder to have a disproportionate influence over the company's affairs. A share

structure of 'one vote per share' is considered best practice. Further, there was significant non-insider support for this proposal in prior years and significant opposition to the creation of a class of non-voting shares. A vote for the resolution is recommended.

Vote Cast: *For* Results: For: 24.5, Abstain: 0.1, Oppose/Withhold: 75.4,

7. *Shareholder Resolution Regarding Majority Voting for Directors*

Shareholder request that the board initiate the appropriate process as soon as possible to amend company's articles of incorporation and/or bylaws to provide that director nominees shall be elected by the affirmative vote of the majority of votes cast at an annual meeting of shareholders, with a plurality vote standard retained for contested director elections, that is, when the number of director nominees exceeds the number of board seats. This proposal includes that a director who receives less than such a majority vote be removed from the board immediately or as soon as a replacement director can be qualified on an expedited basis. If such a director has key experience, they can transition to being a consultant or a director emeritus.
Proponent's Arguments: The Proponent believes that the company's current director election standard should be changed from a plurality vote standard to a majority vote standard where only board nominated candidates are on the ballot. Further, the Proponent considers that the board is locked into an out-dated governance structure that reduces board accountability to shareholders with Mark Zuckerberg controlling a majority of the shares in a multi-class share structure with unequal voting rights.
Board's Arguments: The board states that under the Delaware General Corporation Law, plurality voting is the default standard for director elections. Further, the board argues that plurality voting ensures that companies avoid the uncertainty that would otherwise be caused by board vacancies resulting from elections where directors fail to receive the necessary votes to be elected. The board believes that deviating from plurality voting is unnecessary given that stockholders have the ability to express disapproval of corporate policies, strategy, or director candidates through the use of withhold votes and mentions that stockholders have the ability to nominate alternative candidates or make recommendations for nominations directly to the board of directors. Lastly, the company outlines that given the company's status as a controlled company, there is not a significant practical difference between majority voting and plurality voting for the election of directors.
PIRC Analysis: The practice of plurality voting for directors - whereby a single vote is enough to be elected and directors do not have to receive a majority of votes - is outmoded and outdated, and is considered extremely poor corporate governance. It is best practice that shareholders have the right to approve all matters submitted for their consideration by a simple majority of the shares voted, including the election of directors. Directors receiving less than a majority of votes should not take a seat on a board. The elimination of plurality voting provisions and their replacement with simple majority voting is supported as it increases shareholder rights. The company's defence that, since the CEO has voting control over the company's shares, it doesn't make any difference whether they have plurality or majority voting is nothing less than brazen. A vote for the proposal is recommended.

Vote Cast: *For* Results: For: 24.5, Abstain: 0.1, Oppose/Withhold: 75.4,

8. *Shareholder Resolution Regarding True Diversity Board Policy*

Shareholders of the Facebook, Inc. request the board adopt a policy to disclose to shareholders the following: (i) A description of the specific minimum qualifications that the board's nominating committee believes must be met by a nominee to be on the board of directors; and (ii) Each nominee's skills, ideological perspectives, and experience presented in a chart or matrix form. The disclosure shall be presented to the shareholders through the annual proxy statement and the company's website within six (6) months of the date of the annual meeting and updated on an annual basis.
Proponent's Arguments: The Proponent believes that boards that incorporate diverse perspectives can think more critically and oversee corporate managers more effectively. Therefore, the Proponent states that by providing a meaningful disclosure about potential board members, shareholders will be better able to judge how well-suited individual board nominees are for the company and whether their listed skills, experience and attributes are appropriate in light of the company's

overall business strategy. The Proponent notes that the company's compliance with Item 407(c)(2)(v) of SEC Regulation S-K requires it to identify the minimum skills, experience, and attributes that all board candidates are expected to possess.
Board's Arguments: The board argues that implementing the proposal is unnecessary because company's current disclosures effectively describe board membership criteria and the experiences, qualifications, attributes, or skills that led board of directors to recommend each of the current nominees for director. Further, the company indicates that in 2018 it updated its corporate governance guidelines, which are available on investor.fb.com, regarding board membership criteria and the role of diversity on the board of directors.
PIRC Analysis: The potential benefits of board diversity lie in widening the perspectives on business issues brought to bear on decision-making, avoiding too great a similarity of attitude and helping companies understand their customers, marketplace, supply chain and workforces. Disclosure surrounding the board's composition allows shareholders to consider board diversity in the context of the long-term interests of the company disclosure of a policy to improve diversity and goals that have been set to meet this policy also reassures shareholders that a diverse board is not just an aspiration but a goal. However, this resolution has been filed by a right wing policy think tanks as a spoiler resolution to prevent other shareholders from filing resolutions regarding the company's board diversity and focuses on "ideological" diversity with the clear intent to ensure that conservative views are represented on the board as well as so-called liberal perspectives. A board matrix describing the skills and attributes of directors on the company board would be of great benefit to shareholders, allowing them to compare the make up of the company's board to its peers and enhance the proxy voting election decisions they make, however, that is not the request of this resolution. For these reasons, a vote against the resolution is recommended.

Vote Cast: *Oppose* Results: For: 1.0, Abstain: 0.3, Oppose/Withhold: 98.7,

9. *Shareholder Resolution Regarding a Content Governance Report*

Proponent's Arguments: The Proponent notes that Cambridge Analytica's misappropriation of millions of Facebook users' data preceded a decline in Facebook's stock market capitalization of over 100 billion dollars in March 2018. Further, the Proponent refers to another 100-billion plus decline in market value that came in July after Facebook's quarterly earnings report reflected increasing costs and decreasing revenue growth. The Proponent claims that despite Facebook's recent efforts to increase disclosures and enhance internal compliance and enforcement strategies, abuse and misinformation campaigns continue, implicating issues such as democracy, human rights, and freedom of expression and that Facebook's content governance challenges are complex. The Proponent identifies the following issues: (i) In August 2018, Facebook found 652 fake accounts spreading misinformation globally; (ii) In Germany, researchers found correlation between right-wing anti-refugee sentiment on Facebook and anti-refugee violence. (iii) In Libya, armed groups have used Facebook to find opponents and traffic weapons. (iv) The United Nations says social media played a "determining role" propagating hate speech in Myanmar, where violence against the Rohingya "bears the hallmarks of genocide."; (v) In August, Facebook censored valid users organizing against white supremacy.
Board's Arguments: The board notes that in May 2018, the company released its first-ever Community Standards Enforcement Report to track the progress on enforcing its content policies, in which the company discloses the prevalence of violating content, the amount of content it takes action on, and the amount of content it finds proactively before people report it (https://transparency.facebook.com/community-standards-enforcement). Further, the board discloses that the company removed more than 1.2 billion pieces of content for violating its spam policies in the third quarter of 2018 and that 99% of terrorist content and 96% of the nudity content that the company removed is identified by the systems before anyone reports it. Moreover, the board specify that the Transparency Report also includes information on intellectual property infringement, legal and government requests for account data, and internet disruptions (https://transparency.facebook.com). The board states that the company plans to hold conference calls with media after each such report is issued and, by 2020, it is expected the company to publish the enforcement reports quarterly. The board indicates that it communicates updates and improvements to the Community Standards in the Newsroom, and in 2017, it launched a Hard Questions blog to further enhance transparency and provide details on how complex issues facing its platform are addressed (https://newsroom.fb.com/news/category/hard-questions). In addition, the board states that the company regularly discloses risks and developments relating to content management matters in its financial reporting and filings with the SEC.

PIRC Analysis: The application of clear internal policies and effective controls to ensure that hate speech and misuse of company products to subvert the political process, to support the illegal trade in arms and to facilitate human rights violations is essential to avoid reputational damage, regulatory risk and damage to relationships with key stakeholders such as customers and employees. Without the effective application of such policies, customer loyalty will be adversely affected and human rights concerns might arise. The request for a report disclosing enforcement mechanisms the company has put in place, or intends to put in place, to ensure compliance with the company's stated policies is reasonable. Support for the proposal is recommended.

Vote Cast: *For* Results: For: 5.6, Abstain: 1.3, Oppose/Withhold: 93.1,

10. *Shareholder Resolution Regarding Median Gender Pay Gap*

Shareholders request Facebook report on the company's global median gender pay gap, including associated policy, reputational, competitive, and operational risks, and risks related to recruiting and retaining female talent. The report should be prepared at reasonable cost, omitting proprietary information, litigation strategy and legal compliance information. The gender pay gap is defined as the difference between male and female median earnings expressed as a percentage of male earnings (Organization for Economic Cooperation and Development).
Proponent's Arguments: The Proponent discloses that while Facebook reported a 9.92 percent median hourly pay gap and 41.5 percent median bonus pay gap for its United Kingdom operations, it has not published median information for its global operations.Facebook reports that women and men receive equal pay for equal work on a statistically adjusted basis. Yet, that statistically adjusted number alone fails to consider how discrimination affects differences in opportunity. In contrast, median pay gap disclosures address the structural bias that affects the jobs women hold, particularly when men hold most higher paying jobs. Women account for 36 percent of Facebook's global workforce and 30 percent of senior leadership roles. Mercer finds actively managing pay equity "is associated with higher current female representation at the professional through executive levels and a faster trajectory to improved representation."
Board's Arguments: The board states that every year, The company shares publicly the results of its gender pay equity analysis, and in 2019 it disclosed that women's total compensation was, on average, USD 0.01 higher than that of men for each dollar earned in the same location, role, and level (https://www.facebook.com/lori/posts/10102295491
Further, the board adds that the company continually reviews its hiring and compensation practices to ensure that it has 100% pay equity for women. The board further explains that the median pay gap, compares the average pay between all men and all women in an organization, thus measuring representation of women and men. The board states that as the company has more men than women working at Facebook and this is particularly evident in technical roles, which tend to attract higher pay due to demand for specialized skills, and at senior levels.The board claims that the company is also working towards a more diverse tech workforce overall and launched Computer Science & Engineering (CS&E) Lean In Circles to bring together small groups of women to support one another as they pursue careers in computer science and engineering. Further, the board explains that the company is creating opportunities for women and underrepresented minorities to enter and stay in tech through programs like TechPrep and TechStart.
PIRC Analysis: The Proponents request is for a report on the company's median gender pay gap according to OECD principles, defined as the difference between male and female median earnings expressed as a percentage of male earnings, rather than the statistically adjusted figures it currently releases, and is considered in the best interest of shareholders. The requested report is reasonable and would underpin the company's clearly stated and comprehensive efforts in fostering diversity and thereby enhance its reputation. While the company has released statistics surrounding its gender pay gap that show that the pay gap has been almost closed as measured across equivalent jobs, the company's UK figures and other external sources indicate that a pay opportunity gap exists, i.e. there are more men than women in higher paying jobs, a fact the company's response admits. A vote for the resolution is recommended.

Vote Cast: *For* Results: For: 9.7, Abstain: 1.2, Oppose/Withhold: 89.1,

11. *Shareholder Resolution Regarding Workforce Diversity*

Shareholders request that Facebook prepare a diversity report, at reasonable cost and omitting confidential information, available to investors, including a description of the following: (i) Any programs currently in place to provide protection and/or support to Facebook employees who do not share all or part of Silicon Valley's dominant political ideology, including those grouped under Facebookers for Political Diversity. (ii) Any company analysis of how its public policy positions related to controversial issues like immigration and homosexuality contribute to a hostile work environment for employees who do not share those positions, and how they may dissuade qualified prospects from seeking jobs with Facebook. (iii) Any company outreach to free-market, conservative and libertarian think tanks, foundations, political organizations and job banks to identify qualified candidates for hiring.

Proponent's Arguments: The Proponent believes that pledges to make Facebook "a platform for all ideas" cannot be fulfilled as long as the content gatekeepers are of mostly one political persuasion. Further, the Proponent adds that Mark Andreessen, member of the board, asserted: "I think it is really hard for a lot of people in Silicon Valley to even articulate the other side..." Therefore, the Proponent believes it is not a process problem, but a culture problem. Moreover, the Proponent suggests that if users conclude that Facebook is biased, censors their ideas, and has contempt for their beliefs, they will stop using Facebook. The Proponent believes that diversity and inclusion are important values and proposes that Facebook creates a more tolerant and respectful culture by embracing diversity in its workforce.

Board's Arguments: The board states that it offers trainings to help employees better understand diverse perspectives. Further, the board discloses that in 2015, it publicly rolled out the comprehensive "managing bias training" (https://managingbias.fb.com) and has added several new internal programs, including Managing Inclusion and Be The Ally. Managing Inclusion trains managers to understand the issues that affect underrepresented communities and actively solicit input from people who may feel excluded. Be The Ally gives everyone at Facebook the common language, tools, and space to identify when someone may be experiencing bias and to stand up in support of them. In addition, the board notes that the company has policies in place to help people express their perspectives in a productive way, including the Respectful Communication Policy, which prevents people at Facebook from bullying, insulting, or antagonizing others for any reason. The board concluded that the company does not collect data on the political ideology of its employees and the preparation of the report contemplated by this proposal is unnecessary and not beneficial to the stockholders.

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 surrounding the workforce's composition allows shareholders to consider workforce diversity in the context of the long-term interests of the company. 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 by a right wing policy think tank 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. Its request, for example for details of how workers with "different" views on "immigration and homosexuality contribute to a hostile work environment for employees who do not share those positions" would be acceptable if it listed all positions, both right and left wing. In addition, the request for information on "Any company outreach to free-market, conservative and libertarian think tanks, foundations, political organizations and job banks" would also be acceptable if the proponent also requested information on any company outreach to left-leaning organisations to recruit employees. For these reasons, a vote against the resolution is recommended.

Vote Cast: *Oppose* Results: For: 0.5, Abstain: 0.5, Oppose/Withhold: 99.1,

12. *Shareholder Resolution Regarding Strategic Alternatives*

Shareholders request that the board of directors begins an orderly process of retaining advisors to study strategic alternatives and empower a committee of independent directors to evaluate those alternatives in exercise of their fiduciary responsibilities to maximize shareholder value.

Proponet's Arguments: The Proponent argues that since 2007, Facebook customers have experienced privacy violations, data theft, news manipulation, and safety breaches that have severely damaged company's reputation. Further, the Proponent states that during these crises, Facebook management has at times given the impression that they are uninformed or working at cross purposes with one another. The Proponent discloses that an independent report commissioned by Facebook found that Facebook had failed to prevent its platform from being used to "incite offline violence" against the Rohingya minority in Myanmar. The Proponent states that Facebook may be too large and complex to be managed effectively and points out that officials in the US & EU are concerned about Facebook's market power in view of restrictions on monopolies.

Board's Arguments: The board believes that under the guidance of the board of directors and founder and CEO, Mark Zuckerberg, the company has established a track record of creating value for stockholders and navigating important opportunities and challenges. The board states that the company is now focused on the following four priorities: (a) continue making progress on the major social issues facing the internet and the company; (b) build new experiences that meaningfully improve people's lives today and set the stage for even bigger improvements in the future; (c) keep building its business by supporting the millions of businesses that rely on its services to grow and create jobs; and (d) communicate more transparently about what we're doing and the role services play in the world.

PIRC Analysis: The proponent seeks a report on the viability and economic consequences of a strategic sale of subsidiaries partly in order to avoid a forced sale of such by regulators who, in Europe, wield far greater powers than they do in the US and have already shown their willingness to punish the company through fines for antitrust and anticompetitive behaviour and lack of compliance with privacy laws. The company's growth over recent years has been partly through acquisitions of rival or similar services, services that have also been the object of fines and prosecutions. Concerns of shareholders and regulatory authorities have been expressed in both the company and other social media giants. A vote for the resolution is recommended.

Vote Cast: *For* Results: For: 0.7, Abstain: 0.4, Oppose/Withhold: 98.9,

HOSTELWORLD GROUP PLC AGM - 31-05-2019

3. *Approve Remuneration Policy*

Policy rating: BDD

Changes proposed: The LTIP awards will have a vesting period of three years and it will add a two-year holding period, shareholding requirements for the Executives will increase from 150% of the salary to 200% of the salary, newly appointed Executives the pension contribution will be in line with the contribution of the workforce, the financial underpin in the annual bonus scheme has been amended so that payment of any bonus will require a Remuneration Committee assessment of overall performance during the year, Executive Directors can participate in the Company's Save As You Earn ("SAYE") plan on the same basis as other employees and, the Remuneration Committee ability to provide additional sign-on compensation for new recruits has been removed. Total CEO potential awards under all schemes are excessive as these amount to 250% of salary. There is no annual bonus deferral. LTIP performance conditions do not operate interdependently and do not include non-financial metrics. The LTIP performance period is not considered sufficiently long-term, however a two-year holding period is added which is welcomed. Dividend equivalent payments are permitted under the plan. Such payments misalign shareholder and executive interests as shareholders must subscribe for shares in order to receive dividends whereas participants in the scheme do not.

A mitigation statement is made.

Vote Cast: *Oppose* Results: For: 82.6, Abstain: 0.0, Oppose/Withhold: 17.4,

13. *Issue Shares with Pre-emption Rights*

The authority is limited to one third (33.3%) of the Company's issued share capital. This cap can increase to two-third of the issued share capital if shares are issued in connection with an offer by way of a rights issue. All directors are standing for annual re-election. This resolution is in line with normal market practice and expires at the next AGM. Support is recommended

Vote Cast: *For* Results: For: 81.8, Abstain: 0.0, Oppose/Withhold: 18.2,

SALESFORCE.COM INC AGM - 06-06-2019

6. *Shareholder Resolution: Diversity of the Board/Director Qualifications*
Check your LaTeX tags

Vote Cast: *For* Results: For: 1.2, Abstain: 1.2, Oppose/Withhold: 97.6,

NETFLIX INC AGM - 06-06-2019

1a. *Elect Director Timothy M. Haley*
Non-Executive Director. Not considered independent owing to a tenure of over nine years. There is sufficient independent representation on the Board.

Vote Cast: *For* Results: For: 44.5, Abstain: 0.0, Oppose/Withhold: 55.5,

1b. *Elect Director Leslie Kilgore*
Non-Executive Director. Not considered independent as Ms. Kilgore served as the Company's Chief Marketing Officer from 2000 until her resignation effective 2nd February 2012. There is sufficient independent representation on the Board.

Vote Cast: *For* Results: For: 47.1, Abstain: 0.0, Oppose/Withhold: 52.9,

1c. *Elect Director Ann Mather*
Independent Non-Executive Director. However, there are concerns over the director's potential aggregate time commitments.

Vote Cast: *Withhold* Results: For: 32.6, Abstain: 0.0, Oppose/Withhold: 67.4,

1d. *Elect Director Susan Rice*
Independent Non-Executive Director.

Vote Cast: *For* Results: For: 36.5, Abstain: 0.0, Oppose/Withhold: 63.5,

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: BDE. Based on this rating, opposition is recommended.

Vote Cast: *Oppose* Results: For: 49.8, Abstain: 0.3, Oppose/Withhold: 49.9,

4. *Shareholder Resolution: Report on Political Contributions*

Proponent's Argument

Shareholders of Netflix Inc. request that the Company provide a report disclosing the Company policies and procedures for making, with corporate funds or assets, contributions and expenditure to participate or intervene in any campaign on behalf of any candidate for public office, or influence the general public, or any segment thereof, with respect to an election or referendum. Long-term shareholders of Netflix support transparency and accountability in corporate electoral spending. This includes any activity considered intervention in a political campaign under the Internal Revenue Code, such as direct and indirect contributions to political candidates, parties, or organizations, and independent expenditures or electioneering communications on behalf of federal, state, or local candidates. Disclosure is in the best interest of the company and its shareholders. The Supreme Court recognized this in its 2010 Citizens United decision, which said, "Disclosure permits citizens and shareholders to react to the speech of corporate entities in a proper way. This transparency enables the electorate to make informed decisions and give proper weight to different speakers and messages. "Publicly available records show Netflix has contributed at least $30,000 in corporate funds since the 2010 election cycle. However, relying on publicly available data does not provide a complete picture of the Company's electoral spending. For example, the Company's payments to trade associations that may be used for. Election-related activities are undisclosed and unknown. This proposal asks the Company to disclose all of its electoral spending, including payments to trade associations and other tax-exempt organizations, which may be used for electoral purposes. This would bring the Company in line with a growing number of leading companies, including salesforce.com Inc., Alphabet Inc., and Microsoft Corp., which present this information on their websites. The Company's Board and shareholders need comprehensive disclosure to fully evaluate the use of corporate assets in elections.

Company's Argument

Political contributions are already publicly disclosed. Indeed, federal and all 50 state election laws require either the contributor or the recipient campaign or committee to publicly file reports disclosing such contributions. As for other political organizations that are not subject to these election laws, they are required to publicly disclose to the IRS the contributions they receive. The IRS in turn makes those disclosures available on its website. Groups, such as those cited by the proponent aggregate these disclosures made to the various jurisdictions and post them on their easily searchable public websites, making the search by interested shareholders that much more convenient. The Proposal's accompanying supporting statement also suggests that the proponent is concerned about trade association or 501(c)(4) non-profit payments, which could be used for electoral purposes. The Internal Revenue Code prohibits these entities from having political activities as their primary purpose. Rather, trade association memberships provide significant benefits to the Corporation by giving it access to business, technical and industry expertise and by advancing Netflix's commercial interests. Trade associations are independent organizations representing a variety of members, and may take political or policy positions the Board does not share. Requiring Netflix to disclose payments to trade associations gives the false appearance that the trade associations' political activities, if any, are attributable to the company.

PIRC's Analysis

The transparency and completeness of the Company's reporting on political spending could be improved. The Company scores zero out of 100 on the CPA-Zicklin Index of corporate political accountability, making it among the absolute worst performers. The Company's response makes clear that its compliance with political spending disclosure regulations complies with the basic requirements and is both disparate, shareholders must have recourse to publicly available websites and must then consolidate this information, and incomplete. Moreover, it is to the benefit of the Company and its shareholders to be open about political spending and so 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. The Company does not even appear to disclose its policy regarding political contributions, and it certainly does not fully disclose those contributions. The request for a report is considered reasonable and a vote for the resolution is recommended.

Vote Cast: *For* Results: For: 40.7, Abstain: 2.3, Oppose/Withhold: 56.9,

5. *Shareholder Resolution: Adopt Simple Majority Vote*

Proponent's Argument

Shareholders request that the Board take each step necessary so that each voting requirement in the Company charter and bylaws (that is explicit or implicit due to default to state law) that calls for a greater than simple majority vote be eliminated, and replaced by a requirement for a majority of the votes cast for and against applicable proposals, or a simple majority in compliance with applicable laws. If necessary this means the closest standard to a majority of the votes cast for and against such proposals consistent with applicable laws. Shareholders are willing to pay a premium for shares of companies that have excellent corporate governance. Supermajority voting requirements have been found to be one of six entrenching mechanisms that are negatively related to company performance according to "What Matters in Corporate Governance" by Lucien Bebchuk, Alma Cohen and Allen Ferrell of the Harvard Law School. Supermajority requirements are used to block initiatives supported by most shareowners but opposed by a status quo management. This proposal topic won from 74% to 88% support at Weyerhaeuser, Alcoa, Waste Management, Goldman Sachs, FirstEnergy, McGraw-Hill and Macy's. The proponents of these proposals included Ray T. Chevedden and William Steiner. This proposal won more than 70% support 4-times at Netflix since but the governance committee has not yet put this proposal topic on the ballot as a binding Netflix proposal. Shareholders were not happy and gave governance committee Chairman Jay Hoag a negative vote of 48% in 2018 while he was running unopposed. Richard Barton and Bradford Smith were also on the governance committee. Currently, a 1%-minority can frustrate the will of a 66%-shareholder majority in an election with 67% of shares casting ballots. In other words a 1%-minority could have the power to prevent shareholders from improving the governing rules of the Company. This can be particularly important during periods of management underperformance and/or an economic downturn. Currently, the role of shareholders is downsized because management can tell shareholders to get lost in response to a 66% shareholder vote on certain important issues.

Company's Argument

The Board believes that this stockholder proposal seeking to adopt a simple majority vote in all cases requiring more than a simple majority would not be in the best interests of the Company and its stockholders. A simple majority vote requirement already applies to most corporate matters submitted to a vote of the Company's stockholders. The Company's Restated Certificate of Incorporation and Bylaws do, however, require a 66 2/3% "supermajority" vote for certain fundamental changes to the corporate governance posture of the Company, including the procedures for calling stockholder meetings, nominating directors for election, altering the size of the Board and removing directors. The supermajority voting requirements were adopted by stockholders and were intended to preserve and maximize the value of the Company for all stockholders and to provide protection for all stockholders against self-interested actions by one or a few large stockholders. The Board continues to believe these requirements are appropriate and in the best interest of all stockholders; therefore, the Board opposes this stockholder proposal.

PIRC's Analysis

It is best practice that shareholders have the right to approve all matters submitted for their consideration by a simple majority of the shares voted. The elimination of super-majority provisions is supported as it increases shareholder rights regarding influence over company bylaws and strategic decisions, as well as the unusually large range of corporate governance decisions to which the Company's supermajority provisions apply. The Company claims that shareholder adopted these provisions to protect themselves. Given the voting record on this proposal - it has won over 70% support four times since 2011 and is now up to more than four-fifths support - shareholders clearly do not want to continue this alleged protection of their rights. Continued wilful refusal to implement this majority supported resolution is not acceptable. A vote for the proposal is recommended.

Vote Cast: *For* Results: For: 86.1, Abstain: 2.1, Oppose/Withhold: 11.8,

ALPHABET INC AGM - 19-06-2019

3. *Amend Existing Omnibus Plan*

It is proposed to amend Alphabet's 2012 Stock Plan. It is proposed to increase in the maximum number of shares of Class C capital stock issuable under the Plan by 3,000,000 shares to a total of 88,000,000 shares of Class C capital stock.

There are concerns with the Plan as the it has various elements bundled together, and although parts of it can benefit the majority of employees, it can still be used as a vehicle for potentially excessive executive payments. As performance conditions may be attached to awards at the Compensation Committee's discretion, there are concerns that the Committee will have considerable flexibility in the payout of discretionary awards and as a result awards may not be subject to robust enough performance targets, and be insufficiently challenging. In addition, maximum award limits are excessive. As a result, opposition is recommended.

Vote Cast: *Oppose* Results: For: 87.8, Abstain: 0.1, Oppose/Withhold: 12.1,

4. *Shareholder Resolution: Approve Recapitalization Plan for all Stock to Have One-vote per Share*

Proponent's Argument

Shareholders request that the Board adopt a recapitalization plan for all outstanding stock to have one vote per share. In the company's multi-class voting structure, each share of Class A common stock has one vote and each share of Class B common stock has 10 votes. As a result, Mr. Page and Mr. Brin currently control over 51% of the company's total voting power, while owning less than 13% of stock. This raises concerns that the interests of public shareholders may be subordinated to those of the co-founders. When certain stock have more voting power than other stock, the company takes the public shareholder money but does not let shareholders have an equal voice in the company's management. Without a voice, shareholders cannot hold management accountable. For example, despite the fact that more than 85% of outsiders (average shareholders) voted AGAINST the creation of a third class of stock (class C) in 2012, the weight of the insiders' 10 votes per share allowed the passage of this proposal. On July 31, 2017, the S&P Dow Jones Indices announced that the S&P Composite 1500 and its component indices will no longer add companies with multiple share class structures. This change reflects a toughening stance by index firms and the investors they represent who increasingly emphasize the importance of corporate governance rights. In reaction to the change at the S&P, the executive director of the Council of Institutional Investors (CII) stated: "Multiclass structures...rob shareholders of the power to press for change when something goes wrong, which happens sooner or later at most if not all companies... Shareholders at such companies have no say in electing the directors who are supposed to oversee management." CII recommends a seven-year phase-out of dual class share offerings. The International Corporate Governance Network supports CII's recommendation "to require to a time-based sunset clause for dual class shares to revert to a traditional one-share/one-vote structure no more than seven years after a company's IPO date."

Company's Argument

The dual class capital structure with two classes of common stock (Class A common stock with one (1) vote per share and Class B common stock with ten (10) votes per share) has been in existence since Google became a public company in 2004, and the tri-class structure, with a new class of non-voting capital stock (Class C capital stock), was approved by votes representing a majority of the outstanding common stock at the 2012 Annual Meeting of Stockholders. Every investor purchasing a share of the Class A common stock and Class C capital stock is aware of this capital structure, which is disclosed in detail in the public filings with the SEC, and many are attracted to the stock by the long-term stability that the Founders and largest Class B stockholders, Larry and Sergey, provide to the company. The Board believes that its success is owed in large part to the leadership and vision provided by the Founders. Through their leadership and focus on innovation and long-term growth, the Company have established a track record of building a strong company and creating stockholder value. The Board believes that the stability provided by the tri-class voting structure gives it greater ability to focus on long-term interests than might otherwise be the case. Further, the Company has established a robust governance structure to ensure independent oversight of the management team. In January 2018, John L. Hennessy was appointed by the Board of Directors to serve as the non-executive, independent Chairman. The Board of Directors believes that he is best positioned to develop agendas that ensure that the Board of Directors' time and attention are focused on the most critical matters for the company and its stockholders. His role enables decisive leadership and enhances accountability. The Chairman, along with the other independent members of the Board of Directors, provide oversight of, and valuable guidance to, management, including Larry and Sergey, and hold them accountable. As such, the Board believes the current corporate governance structure is sound and effective.

PIRC's Analysis

The Company's current share structure allows for a smaller group of shareholders to have a disproportionate influence over the Company's affairs. A share structure of 'one vote per share' is considered best practice. Further, this proposal has garnered significant publicly held votes in favour. A vote for the resolution is recommended.

Vote Cast: *For* Results: For: 30.0, Abstain: 0.1, Oppose/Withhold: 69.9,

1.4. *Elect Director L. John Doerr*

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

Vote Cast: *Withhold* Results: For: 88.4, Abstain: 0.0, Oppose/Withhold: 11.6,

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

Vote Cast: *Withhold* Results: For: 84.6, Abstain: 0.0, Oppose/Withhold: 15.4,

5. *Shareholder Resolution: Adopt a Policy Prohibiting Inequitable Employment Practices*

Proponent's Argument

Shareholders of Alphabet Inc. ("Alphabet") urge the Board of Directors to adopt a policy that Alphabet will not engage in any Inequitable Employment Practice. In recent years, companies have increasingly relied on a suite of contractual arrangements involving their employees, Inequitable Employment Practices that burden the economy, impede labour mobility and prevent the discovery and redress of misconduct. As a result, there is a robust public debate over their use, including responses by legislators, regulators and state attorneys general. "No-poaching" pacts, in which companies agree not to recruit one another's employees, introduce labour market inefficiencies and inhibit innovation. In 2015, Alphabet settled software engineers' claims that it had a no-poaching agreement with Apple and Google. Mandatory arbitration and NDAs undermine public policy by limiting remedies for wrongdoing and keeping misconduct secret. Mandatory arbitration precludes employees from suing in court for wrongs like wage theft, discrimination and harassment, and requires them to submit to private arbitration, which has been found to favor companies and discourage claims. Multiple recent high-profile sexual harassment cases have highlighted the impact of arbitration clauses. NDAs, which can be used in both court settlements and arbitration, may conceal patterns of misbehaviour. The secrecy NDAs provide can allow a toxic culture to flourish, increasing the severity of eventual consequences and harming employee morale. NDAs were allegedly used to keep sexual harassment by Harvey Weinstein and Bill O'Reilly secret, and the MeToo movement has drawn substantial attention to this problem. Washington State recently banned the use of NDAs in sexual harassment cases and similar legislation has been proposed in New York, California and Pennsylvania. Federal legislation has been introduced to limit employers' ability to secure NDAs upfront and require employers to disclose information about sexual harassment claims.

Company's Argument

Alphabet is committed to equality and fairness. From that commitment comes dedication to complying with all employment and competition laws and ensuring that the Company maintains fair employment practices throughout the company. The Code of Conduct includes the requirement to comply with all applicable legal requirements, but more importantly, the Company has taken several meaningful steps beyond those basic requirements to avoid and prevent inequitable employment concerns. In particular, the Company has developed a cogent set of policies and practices in this area, including, but not limited to, policies on harassment, discrimination, retaliation, standards of conduct, and workplace concerns; arbitration of employment disputes; and how pay is looked at, pay equity and how to respond to pay equity analyses conducted. The Company is committed to preventing harassment of any nature. Google recently conducted a thorough review of its policies. In November 2018, Google announced several changes to improve workplace practices and announced in February 2019 that it will no longer require current and future employees to arbitrate employment disputes, including, but not limited to, sexual harassment and assault claims. The Company acknowledges that it needs to continually make progress in order to create a better workplace environment, and as such, is committed to undertaking ongoing review and discussions in this area. Google's Code of Conduct also prohibits the broad application or misuse of non-compete agreements under the policy that "we respect our competitors and want to compete with them fairly." There are instances in which non-compete restrictions are needed to preserve the interests of the company and its stockholders, and in these limited cases, the ability to enter into non-compete agreements is mutually beneficial for the Company, its stockholders, and the efficiency of the general economy.

PIRC's Analysis

The resolution calls for a commitment from the Company to end its use of inequitable employment practices, including non-compete agreements and NDAs. While it would appear that the Company has committed to end its use of arbitration only clauses in employment agreements, it is not clear that this is retroactively applied.

In addition, while it commits to not breaching the law in regards to no-poaching agreements and NDAs, neither of these laws is on the books yet, so these practices are not yet nationally illegal. Furthermore, the Company states clearly that it wishes to continue to use non-compete clauses though how this would contribute to the efficiency of the general economy is unclear. The commitments made by the Company are insufficient to prevent support for the resolution being recommended.

Vote Cast: *For* Results: For: 12.4, Abstain: 0.9, Oppose/Withhold: 86.7,

6. *Shareholder Resolution: Establish Societal Risk Oversight Committee*

Proponent's Argument

Shareholders request that Alphabet Inc. ("Alphabet" or "the Company") establish a Societal Risk Oversight Committee. Alphabet's technologies have tremendous power to uplift society by facilitating information-sharing and connecting communities. However, without proper oversight, these same technologies can cause unintended and widespread harm, including proliferating false information; facilitating malicious organizing and violence; and enabling exploitation, bullying, hate, and extremism. Further, the Company has amassed unprecedented amounts of user information, raising significant privacy concerns. These issues pose material risks to the Company. To secure the trust of its stakeholders, Alphabet must holistically consider the potential of its products and services to harm individuals, communities, and society, and embed an ethical framework across its product and business development efforts. Company leadership acknowledges that these big picture questions must be addressed. Investors currently do not have the necessary information to assess how the Company will achieve it. Because the Board operates outside of the day-to-day decision making process and is charged with managing higher-level, strategic issues, Proponents believe a Societal Risk Oversight Committee would be best positioned to oversee Alphabet's efforts to address ethical issues concerning the Company's technologies and relationships and their societal impacts. Given the disproportionate impact that Alphabet's internal decisions can have on individuals and society, and to ensure the Company is assessing, anticipating, and addressing any potential material societal and ethical ramifications of its technologies and relationships, Proponents believe the Societal Risk Oversight Committee should consider convening an advisory board of external stakeholders. Such a board can draw on ethicists, philosophers, technologists, civil liberties experts, worker-elected representatives, and other experts in order to provide outside perspectives on potential and emerging risks, as well as their societal impacts.

Company's Argument

The current structure of the Board of Directors and its committees allows for regular assessments on a variety of topics, including the societal impacts of products and services. As described in Alphabet's Corporate Governance Guidelines, the Board of Directors has overall responsibility for risk oversight, specifically as it relates to the strategic, financial and execution risks and exposures the Company faces, including oversight of product innovation and policy matters, among others. The Board of Directors takes this responsibility very seriously. Consistent with these guidelines, the Company devotes significant resources to ensure that the Company is aware of, and able to appropriately address the various risks that the businesses faces and the impacts they can have on society. The Board of Directors, which has the ultimate responsibility of risk management and maintains robust oversight of these issues, empowers and directs management as appropriate. The oversight performed by the Board of Directors and the relevant committees is also informed by their discussions with management and, as authorized by Alphabet's Corporate Governance Guidelines and the respective committee charters, external experts and advisors that they consider necessary or appropriate. As a leader in artificial intelligence (AI), Google also publicly released AI principles that actively govern its research and product development and impact its business decisions. The Company is also committed to making responsible progress in the development of AI and to sharing knowledge, research, tools, datasets, and other resources with the larger community, such as through the release of Google's Responsible AI Practices. The Board has also established a formal review structure to assess Google's new projects, products and deals, including consideration for how the AI Principles apply. The review structure is composed of a diverse and inclusive group, including senior executives, user researchers, social scientists, ethicists, human rights specialists, policy and privacy advisors, legal experts, and senior experts from a variety of other disciplines.

PIRC's Analysis

The proponent recognises that the board has taken some actions to assess societal risk from its products, but is concerned that the Company's influence outpaces these efforts. In addition, the current board structure does not contain a single committee that could assess this level of risk and/or opportunity, and allowing the full board to take on this role is neither practical nor effective. The proponent's recommendation that a committee of stakeholders be assembled to advise the committee is also an effective one. Given the level of potential risk that could arise, a vote for the proposal is recommended.

Vote Cast: *For* Results: For: 8.8, Abstain: 0.6, Oppose/Withhold: 90.7,

7. *Shareholder Resolution: Report on Sexual Harassment Policies*

Proponent's Argument

Shareholders request management review its policies related to sexual harassment to assess whether the Company needs to adopt and implement additional policies and to report its findings. Company executives have aggressively allied themselves with a variety of progressive social and political causes at the same time sexual harassment is alleged to be a serious problem within the Company by many of the Company's own employees. This hypocrisy threatens the Company's reputation. The fate of The Weinstein Company LLC, which has declared bankruptcy, underscores this risk. Several public companies have lost billions in market capitalization shortly after executives have been accused of sexual misconduct, prompting lawsuits by shareholders. Recent events have placed the Company's policies and practices under scrutiny. In December 2017, then-Executive Chairman of the Board of Directors Eric Schmidt abruptly and unexpectedly stepped down but retained his board seat. In November 2018, thousands of Company employees walked out in response to a New York Times story that the Company had paid millions of dollars in exit packages to executives accused of harassment but stayed silent about the actual events. The Company can take measures to manage and improve risk oversight and by doing so, signal to employees – and investors – that the Board and management are committed to ensuring a safe workplace.

Company's Argument

Harassment is antithetical to the Company's values. The Company strives to build a safe, harassment-free and inclusive workplace for everyone. Alphabet takes violations of its policies that govern conduct, and prohibit discrimination, harassment and retaliation very seriously and continues to improve the ways in which the Conduct Policies facilitate timely and appropriate responses to incident reports while providing increased transparency around investigations and outcomes. The Company has strong policies prohibiting harassment and provides training to employees and managers on those policies. The Company has avenues to report concerns and addresses those concerns - including conducting investigations into alleged wrongdoing - promptly and thoroughly. In addition, as part of the ongoing effort to provide transparency, Google shares with its employees an annual Investigations Report, which summarizes employee-related investigations of misconduct and provides insight into the process on how investigations are handled. In response to employees' concerns voiced in late 2018, Google conducted a review of its Conduct Policies. As a result of this review, Google has since made substantial changes to increase transparency on how it handles concerns and to provide employees with more control over their experiences through the reporting and investigations process under the Conduct Policies. The changes include consolidating reporting channels onto one dedicated site, allowing for a support person in investigations, providing additional training for the speciality team that handles sexual harassment investigations, offering extra care and resources during and after the process such as extended counselling and career support, and expanding sexual harassment training for employees. Other key changes announced by Google include, among others, no longer requiring arbitration for employment disputes; providing more granularity around sexual harassment investigations and outcomes at the company as part of the internal Investigations Report; committing to publicly sharing its policy on harassment, discrimination, retaliation, standards of conduct & workplace concerns, as well as the processes and channels available for raising and investigating concerns; expanding audits of its suppliers to ensure they demonstrate a commitment to a diverse and inclusive workplace and provide sufficient methods to report grievances anonymously; and recommitting to Google's 2019 Objectives and Key Results around diversity, equity and inclusion, focused on improving representation - through hiring, progression and retention - and creating a more inclusive culture for everyone.

PIRC's Analysis

While it appears that the Company has introduced some of the policies on which the proponent would like the Company to report, these actions are very recent and it is unclear whether they have had the desired effect of reducing the Company's exposure to the risk that occurrences of sexual harassment has on the Company, both economically and reputationally, as well as exposing it to the risk of litigation. Other elements of the proponent's requested report are currently unsatisfied: tying executive performance pay to metrics associated with the incidence of sexual harassment and reporting to shareholders on incidences of sexual harassment and the actions taken in response. It is to the benefit of shareholders to be informed not just on the level of risk to which the Company is exposed, but how its policies are being implemented and how effective they are. On balance, therefore, a vote for the resolution is recommended.

Vote Cast: *For* Results: For: 17.5, Abstain: 1.6, Oppose/Withhold: 80.9,

8. *Shareholder Resolution: Require a Majority Vote for the Election of Directors*

Proponent's Argument

Shareholders hereby request that the Board of Directors provide that director nominees shall be elected by the affirmative vote of the majority of votes cast at an annual meeting of shareholders. To provide shareholders a meaningful role in director elections, the Company's current director election standard should be changed from a plurality vote standard to a majority vote standard where only board nominated candidates are on the ballot. This will establish a more meaningful vote standard for board nominees and could lead to improved performance. Under the Company's current voting system, a director can be elected if all shareholders oppose the director but one shareholder votes FOR, if even by mistake. More than 89% of the companies in the S&P 500 have adopted majority voting for uncontested elections, as have 67% of the S&P 1500. During 2018, at Netflix 84.8% of shares voted FOR a similar proposal. At Marriott International 65.3% voted FOR; at Discover Financial Services 79.3% voted FOR; at The Manitowoc Company, 78.9% voted FOR; and at Costco Wholesale 86.8% voted FOR. BlackRock's proxy voting guidelines include the following: "Majority voting standards assist in ensuring that directors who are not broadly supported by shareholders are not elected to serve as their representatives." Among the Company's largest shareholders: T. Rowe Price Associates and BlackRock both voted FOR 88.9% of shareholder proposals on this topic. SSgA Funds Management voted FOR 100% of such proposals. Alphabet operates essentially as a dictatorship. Under the company's multi-class voting structure, each share of Class A common stock has one vote. Each share of Class B common stock has 10 votes. Mr. Page and Mr. Brin control over 51% of voting power, while owning less than 13% of Alphabet stock. Since the interests of public shareholders can be subordinated to those of the co-founders, it is critical that shareholders elect directors using a majority standard when they are uncontested. This should also be seen in the context that shareholders have no right to act by written consent or to proxy access to nominate directors. Additionally, a supermajority vote is required to amend certain bylaws. The Board is locked into an out-dated governance structure that reduces board accountability to shareholders.

Company's Argument

Under the Amended and Restated Bylaws, directors are elected using a plurality voting standard. Alphabet's Nominating and Corporate Governance Committee is tasked with evaluating and recommending nominees for election to the Board of Directors. As part of the practice, Alphabet's Nominating and Corporate Governance Committee reviews and considers individual director performance, board and committee performance, governance practices, and stockholder approval before making recommendations to the Board of Directors. Stockholders can currently express dissatisfaction with an incumbent director's performance by withholding their vote. Alphabet's Nominating and Corporate Governance Committee also closely monitors and takes into consideration the vote tallies at each annual meeting, and considers seriously stockholder sentiment on the suitability of a director continuing to serve on the Board of Directors. Stockholders who are truly dissatisfied with incumbent directors are empowered by the Amended and Restated Bylaws to nominate or recommend candidates for election to the Board of Directors. A plurality voting standard for the election of directors is standard under Delaware law. It assures that the Board avoid "failed elections" (scenarios where directors fail to achieve the votes necessary to be elected, resulting in vacancies on the board). The possibility of failed elections introduces unnecessary legal uncertainty and risk to the director election process as vacancies on the Board of Directors could result in the inability to comply with certain NASDAQ listing requirements or other securities regulations. This includes regulations related to director independence, committee composition, and the maintenance of an audit committee financial expert. The Board of Directors believes that current nominating and voting procedures for election to the Board of Directors, as opposed to a mandated majority voting standard, provide the board the flexibility to appropriately respond to stockholder interests without the risk of potential corporate governance complications arising from failed elections.

PIRC's Analysis

The vast majority of companies in the S&P500 now have a majority voting standard for director elections. A 'plurality' voting standard is not seen either as governance or market best practice, which results in a negative view of the Company's current governance structure by investors. Switching to a majority voting system would bring the company into line with best practice and remove some of the reasons for the negative views of its governance. As a result, a vote for this proposal is recommended.

Vote Cast: *For* Results: For: 30.3, Abstain: 0.1, Oppose/Withhold: 69.5,

9. *Shareholder Resolution: Report on Gender Pay Gap*

Proponent's Argument

Shareholders request Alphabet/Google report on the company's global median gender pay gap. The World Economic Forum estimates the gender pay gap costs the economy 1.2 trillion dollars annually. The median income for women working full time in the United States is 80 percent of that of their male counterparts. This disparity can equal nearly half a million dollars over a career. The gap for African American and Latina women is 60 percent and 55 percent. At the current rate, women will not reach pay parity until 2059. United States companies have begun reporting statistically adjusted equal pay for equal work numbers, assessing the pay of men and women performing similar jobs, but mostly ignore median pay gaps. Regulation in the United Kingdom now mandates disclosure of median gender pay gaps. And while Google reported a 16 percent median hourly pay gap and 27 percent median bonus pay gap for its United Kingdom operations, it has not published median information for its global operations. Google reports that for 89 percent of Googlers there are 0 statistically significant pay differences between men and women. Yet, that statistically adjusted number alone fails to consider how discrimination affects differences in opportunity. In contrast, median pay gap disclosures address the structural bias that affects the jobs women hold, particularly when men hold most higher paying jobs. Women account for 30.9 percent of Google's global workforce and 25.5 percent of senior leadership roles. Mercer finds actively managing pay equity "is associated with higher current female representation at the professional through executive levels and a faster trajectory to improved representation."

Company's Argument

The compensation structure at Google is designed to prevent gender pay differences by setting pay targets by job. Google regularly takes actions to ensure the diversity and fairness of its practices. Google believes that compensation should be based on what one does, and not who one is. Employee compensation is determined using data-driven formulas that are predicated on work-related inputs such as market rate, location, level and performance rating. Managers may apply discretion to adjust a given employee's modelled compensation but must provide a clear justification and rationale. To ensure that the modelled amounts as well as any changes made by managers are equitable across gender and racial lines, Google conducts an annual pay equity analysis to identify any statistical discrepancies in any job groups, accounting for location, level, and performance. As Google has done every year since 2016, on March 4, 2019, it released an annual report on its pay equity analyses, "Ensuring we pay fairly and equitably," on its external Keyword site. This included Google's detailed methodology and findings. If Google finds any statistically significant discrepancies in any job groups, Google makes upwards adjustments across the group to eliminate the discrepancy. In 2018, Google included 91% of its employees in the analysis, the highest percentage to date and provided $9.7 million in adjustments to a total of 10,677 employees. New hires accounted for 49% of total dollars spent on adjustments. Google's pay equity analysis ensures that compensation is fair for employees in the same job, at the same location, level, and performance. To further ensure that outcomes are fair and equitable for all employees, in 2019, Google is undertaking a comprehensive review of the levelling, performance ratings, and promotion processes, with the first step being a levelling equity analysis to assess how employees are levelled when they are hired. The Board believes in the transparency of the process and will continue to disclose the results of the pay equity analyses, consistent with commitment to paying fairly, improving practices, and ensuring that Google is a great place to work for everyone. The Board of Directors does not believe that an additional report as detailed in the proposal above would enhance Alphabet's existing commitment to fostering a fair and inclusive culture.

PIRC's Analysis

The Proponent's request for a report considering the risks associated with a gender pay gap on the company's human capital and business is considered in the best interest of shareholders. Disclosure of goals and policies related to the gender pay gap would also be beneficial. The requested report is reasonable and would underpin the Company's efforts in fostering diversity and thereby enhance its reputation. While the Company has released detailed statistics surrounding its gender pay gap that show that there is zero pay gap (https://rework.withgoogle.com/blog/googles-commitment-to-fair-and-equitable-pay-2018/) either according to gender or race/ethnicity, external sources indicate that a pay gap exists. If there are doubts about the rigour of the Company's own analysis, a report including an external analysis might allay these fears. A vote for the resolution is recommended.

Vote Cast: *For* Results: For: 11.1, Abstain: 1.4, Oppose/Withhold: 87.5,

10. *Shareholder Resolution: Employ Advisors to Explore Alternatives to Maximize Value*

Proponent's Argument

Shareholders of Alphabet, Inc. ("Alphabet") request that the board of directors begin an orderly process of retaining advisors to study strategic alternatives and empower a committee of independent directors to evaluate those alternatives in exercise of their fiduciary responsibilities to maximize shareholder value. The Company's revenues and market value have grown since its founding through organic growth and the acquisition of over 200 businesses such as YouTube, Android, DoubleClick and Waze. As Alphabet's market power and influence have increased, so have calls for the company to be broken up. Since 2011, elected officials and regulators have raised concerns regarding possible anti-competitive practices by Alphabet and its subsidiary and predecessor Google. While Alphabet has paid millions of dollars in fines under US antitrust law, the European Union levied a record $2.7 billion fine on Alphabet in 2017. Customers have experienced privacy violations, data leaks, and illegal location tracking from Alphabet. The Company's reputation has been damaged by allegations that it collaborated with the Chinese government to censor searches in China and expand China's cyber-surveillance of its citizens. In December 2018, the Federal Trade Commission was asked to investigate violations of the privacy of children by Alphabet. In the same month, Alphabet was criticized for incomplete responses in reports prepared for the Senate Judiciary Committee on Russian interference in the 2016 US elections. A month earlier, thousands of Alphabet employees walked off their jobs to protest harassment in the workplace. It appears that Alphabet may be too large and complex to be managed effectively. Officials in the US & EU continue to be concerned about Alphabet's market power in view of restrictions on monopolies. The Proponent believes that shareholders could receive greater value from a voluntary strategic reduction in the size of the company than from asset sales compelled by regulators. Alphabet continues to be controlled by two of its founders, despite their ownership of no Class A shares, which account for 86% of outstanding shares as of March 29, 2018. Academic studies have demonstrated that the benefits of a dual-class capital structure like Alphabet's decline in the years following an initial public offering.

Company's Argument

As described in the Corporate Governance Guidelines "[t]he fundamental responsibility of the directors is to exercise their business judgment to act in what they reasonably believe to be the best interests of Alphabet and its stockholders." Delaware law also imposes fiduciary obligations on the directors, including a duty of loyalty and duty of care when performing their duties. The duty of care in particular requires directors to be informed of all material information reasonably available when making business decisions. As a result of these obligations, the Board of Directors closely reviews the business on a wide range of matters, including strategic alternatives, to ensure the interests of the company and its stockholders are protected. In connection with this duty of care, the Board of Directors and management team are in regular dialogue with advisors who propose strategic alternatives. The Board of Directors, led by an independent Chairman, provides oversight of management, including regular reviews of strategic goals and initiatives. Management also regularly meets with the Board of Directors to review the company's annual plan and the Board of Directors regularly monitors and evaluates the company's performance both against the plan and against the performance of the peers. These meetings include the consideration of strategic alternatives, as appropriate. The Board of Directors and management do not favour a given size of the company or focus on any strategy based on ideological grounds. Instead, the Board develops a strategy based on the company's customers, partners, users and the communities it serves, and focus on strategies that maximize long-term sustainable stockholder value.

PIRC's Analysis

The proposal is not specific about which assets/subsidiaries should be sold off and is, therefore, non-prescriptive. In addition, the combination of effective control of the Company by its founders and the current size and complexity of the Company following its acquisition spree is a risky one. The number and scope of regulatory fines and litigation against the company expands weekly and fears of a regulatory compelling of asset sales that might not be in the best interests of shareholders are real. A report to investigate the benefits of reducing the complexity of the company and realising shareholder value through divestment is a reasonable request. At the very least, a unification of the Company's two classes of stock, equalising voting power and allowing for the proper distribution of power to all management and the board and instituting shareholder democracy would be a first and most important step towards opening the Company up. Support for the resolution is recommended.

Vote Cast: *For* Results: For: 0.5, Abstain: 0.4, Oppose/Withhold: 99.1,

11. *Shareholder Resolution: Approve Nomination of Employee Representative Director*

Proponent's Argument

Shareholders of Alphabet Inc. ("Alphabet" or "the Company") request that the Board nominate an Employee Representative Director for election to the Board by shareholders. Alphabet employees create a great deal of value for the Company and its shareholders. In last year's annual report, Alphabet asserted, "Our employees are among our best assets and are critical for our continued success" and cited problems with employee recruitment, retention, or motivation as a risk to the Company's continued growth. Clearly, the Company's relationship with its employees is critical to long-term shareholder value. Employee representation on Alphabet's Board would add knowledge and insight on issues critical to the success of the Company, beyond that currently present on the Board, and may result in more informed decision-making. An employee perspective would be particularly useful in the Board's oversight of corporate culture. Recent scandals, such as sexual harassment controversies at Wynn Resorts, Fox News, and CBS, have shown that culture-related risk is substantial and requires board oversight. An Employee Representative on the Board has the advantage of personally observing the company's culture on a regular basis. Several actions by Google employees in 2018 highlight the risks posed by a corporate culture that is out of alignment with the values of its employees. In November, protesting employees made a series of demands, including greater transparency in ethical matters and the appointment of an Employee Representative to the Board. Alphabet has long described its culture as a competitive advantage, helping it attract and retain top talent. Alphabet should act to protect and strengthen its human capital, particularly given tight labour markets and intense competition for technology workers. The Proponent strongly believes the Employee Representative Director would promote Alphabet's continued success.

Company's Argument

Alphabet places great importance on ensuring that the Board of Directors consists of the most outstanding leaders for the company. As described in more detail in the "Consideration of Director Nominees" section of the proxy statement, the Nominating and Corporate Governance Committee of Alphabet's Board of Directors looks for several critical qualities in screening and evaluating potential director candidates to serve stockholders. Knowledge of the business as well as the ability to represent the best interests of all of the stockholders are chief among these. Equally important are exceptional leadership skills and experiences, including whether candidates have served as Chief Executive Officer or Chief Financial Officer of a public company. Given the global and complex nature of the business, the Board of Directors highly values professional experience in executive or director-level leadership roles at large international organizations. As noted in this proxy statement, the Board of Directors is composed of a diverse group of leaders in their respective fields. Many of the current directors have senior leadership experience at major domestic and international companies. The Board prides itself on incorporating feedback from all stakeholders, including employees, into decision-making process at the Board and management level. The Company has multiple channels through which employees can provide feedback to management, and it believes this open communication is key in collecting valuable data that are factored into decisions. Further, in response to the sentiments of employees, Google launched a review of its transparency, compensation processes, and sexual harassment policies and practices, and announced significant updates in February and March 2019.

PIRC's Analysis

The election of an employee-representative director, as is common practice in Germany, among other economies - an election in addition to the existing board rather than replacing an existing director - would seem to be a more effective way of ensuring that the board hears and understands about employee concerns than the array of management/employee communications that the Company cites in its statement of opposition to the proposal, since these communications did not appear to be effective at communicating employees' concerns that inspired the walk-outs and statements and letters. For these reasons, support for the resolution is recommended.

Vote Cast: *For* Results: For: 1.8, Abstain: 0.1, Oppose/Withhold: 98.1,

12. *Shareholder Resolution: Adopt Simple Majority Vote*

Proponent's Argument

Shareholders request that a requirement for a majority of the votes cast for and against applicable proposals is implemented. Shareowners are willing to pay a premium for shares of companies that have excellent corporate governance. Supermajority voting requirements have been found to be one of 6 entrenching mechanisms that are negatively related to company performance according to "What Matters in Corporate Governance" by Lucien Bebchuk, Alma Cohen and Allen Ferrell of the Harvard Law School. Supermajority requirements are used to block initiatives supported by most shareowners but opposed by a status quo management. This proposal topic won from 74% to 88% support at Weyerhaeuser, Alcoa, Waste Management, Goldman Sachs, FirstEnergy, McGraw-Hill and Macy's. The proponents of these proposals included Ray T. Chevedden and William Steiner. These votes of 74% to 88% support would have been higher if all shareholders had access to independent proxy voting advice. Currently, a 1%-minority can frustrate the will of a 66%-shareholder majority. In other words a 1%-minority could have the power to prevent shareholders from improving management accountability. Currently, the role of Alphabet shareholders is diminished because management can ignore a 66%-vote of shareholders on certain issues. This proposal is especially important for Alphabet shareholders because management had it rigged in so many ways that shareholders have hardly a voice in the fate of Alphabet. The voice of regular shareholders is diminished because certain insider shares have 10-times as many votes per share as regular shares. Plus shareholders have no right to act by written consent. The board is stacked with insider directors (including the Chairman) and directors who have 14 to 20 years long tenure. Insider status and long-tenure result in a lack of director independence at the expense of regular shareholders. Independence is a priceless attribute in a director. There is clearly shareholder dissatisfaction. Three directors received up to 20 times as many negative votes as some of their peers on the Alphabet board. And these 3 directors received such high negative votes even though they probably received 100% support from the shareholders who have 10-times as many votes per share as regular shares.

Company's Argument

The Amended and Restated Bylaws applies a simple majority vote standard to most corporate matters submitted to a vote of stockholders. However, the Amended and Restated Certificate of Incorporation provides for more stringent voting requirements in certain limited circumstances, such as in the event of a change of control or with respect to amending certain provisions of the Amended and Restated Certificate of Incorporation. These enhanced voting requirements are intended to benefit stockholders by protecting and maximizing the company's long-term interests. In addition, these provisions have the effect of deterring hostile takeovers of the Company that may not be in the best interests of stockholders and the company. The Board believes that when fundamental changes are proposed that have potentially long-lasting impacts on the company, a stronger consensus of stockholders entitled to vote should agree that such changes are appropriate. Therefore, the Board of Directors continues to believe that more stringent voting requirements in certain limited circumstances are appropriate and in the best interests of stockholders and the company. Since inception, the Company's Founders have maintained voting control through the capital structure. In such a scenario, the supermajority vote requirements prevent the Founders from taking unilateral decisions on these fundamental changes, and ensure that unaffiliated stockholders have a voice in approving or rejecting the resulting proposals. As such, the Board of Directors asserts that the adoption of a simple majority vote requirements would be detrimental to the interests of these stockholders.

PIRC's Analysis

It is best practice that shareholders have the right to approve all matters submitted for their consideration by a simple majority of the shares voted. The elimination of super-majority provisions is supported as it increases shareholder rights regarding influence over company bylaws and strategic decisions. A vote for the proposal is recommended.

Vote Cast: *For* Results: For: 6.8, Abstain: 0.1, Oppose/Withhold: 93.1,

13. *Shareholder Resolution: Assess Feasibility of Including Sustainability as a Performance Measure for Senior Executive Compensation*

Proponent's Argument

Shareholders request the Board Compensation Committee prepare a report assessing the feasibility of integrating sustainability metrics, including metrics regarding diversity among senior executives, into performance measures. Diversity, inclusion, and equity are key elements of sustainability. McKinsey research shows that companies in the top quartiles for gender and racial diversity were more likely to have above average financial returns. Yet technology companies have not seized this opportunity: underrepresented people of colour hold just 9 percent of technical roles in the sector. The tech diversity crisis threatens worker safety, talent retention, product development, and customer service. These human capital risks are playing out as controversies at Alphabet. On November 1, 2018, more than 20,000 workers walked out protesting Alphabet's mishandling of sexual misconduct cases. Workers report that Alphabet has not responded adequately to key demands: a credible commitment to pay and opportunity equity, a worker representative on the board, and ending forced arbitration in all circumstances with direct employees as well as temps, contractors, and vendors. Alphabet has taken steps to address inclusion, but risks remain. Alphabet remains predominantly white, male, and occupationally segregated. Among Alphabet's top 290 managers in 2017, just over one-quarter were women and only 17 managers were underrepresented people of colour. In contrast, Silicon Valley's lower-wage subcontracted workforce is 58 percent Black or Latinx, earning on average $19,900 and often facing housing instability. Inclusion and equity also impact the sustainability of communities on which Alphabet relies, Communities of colour are impacted in places where Alphabet has acquired or developed real estate, such as San Jose and Mountain View, as housing costs, homelessness, and inequality have increased. Gentrification and displacement create reputational and regulatory risks for Alphabet: 48 percent of survey respondents blame tech companies for the Bay Area housing crisis. Investors seek clarity regarding how Alphabet drives improvement and how strategy is supported by executive accountability. Clearly-disclosed, comprehensive links among sustainability, equity, and executive compensation would enhance Alphabet's approach. Peers (e.g. Microsoft, Intel, IBM) have set diversity goals and begun tying parts of executive pay to such goals.

Company's Argument

Alphabet has long supported corporate sustainability, including environmental, social and diversity considerations. The Company is committed to incorporating these values into the business and have promoted them in Company practices. These values include: Diversity – key goals include extending diversity and inclusion, increasing transparency of data on workforce representation, and taking a more systemic approach to improve outcomes in workforce representation and to create an inclusive culture. For example, to achieve these goals, Google has built a strategy anchored in further operationalizing its long-standing commitment to equity, diversity, inclusion, and integrity; Sustainability – key focus areas include the environment and supply chain. The sustainability program focuses on developing services that improve the lives of as many people as possible while operating in an environmentally sustainable way. In addition, the Company strives to build a supply chain that considers not only the usefulness of what the Company makes but also the social and environmental impact. Further, in assessing the individual performance of the named executive officers, their performance against these types of strategic goals are considered by the Leadership Development and Compensation Committee. Additionally, Google has renewed its commitment to pay and opportunity equity, including no longer requiring arbitration for employment disputes, including but not limited to, sexual harassment and assault claims.

PIRC's Analysis

The incorporation of sustainability, and, in particular, diversity metrics (the clear aim of the proposal) into the performance measures of senior executives is considered best practice and its practice is spreading annually. A redesign of performance management in this way will help the Company incentivise its executives to improve performance on diversity and inclusion and mitigate legal, regulatory and reputational risk in this area, which can be detrimental to company financial performance. Support for the proposal is recommended.

Vote Cast: *For* — Results: For: 9.7, Abstain: 0.5, Oppose/Withhold: 89.9,

14. *Shareholder Resolution: Report on Human Rights Risk Assessment*

Proponent's Argument

Shareholders request the Company publish a Human Rights Impact Assessment, examining the actual and potential impacts of censored Google search in China. Google is considering introducing products that could enable censorship and potentially dangerous surveillance of citizens of China. This may pose significant legal, reputational, and financial risk for the Company. In March 2010, Google announced it would stop censoring search services on its Chinese search site and would redirect users to a site offering uncensored search. Google's David Drummond said, "It is good for our business to push for free expression." In August 2018, however, the Intercept reported that Google was developing a censored search engine - codenamed Dragonfly - for the Chinese market that would comply with China's repressive censorship laws and "blacklist websites and search terms about human rights, democracy, religion, and peaceful protest." Google CEO Sundar Pichai subsequently confirmed the company is considering a censored search product. In congressional testimony, Pichai noted "internal efforts" but would not provide any detail. Human rights organizations and lawmakers have called on Google to end work on Dragonfly. U.S. senators wrote to Pichai that Dragonfly "risks making Google complicit in human rights abuses related to China's rigorous censorship regime." Google employees have quit to avoid working on products that enable censorship; 1,400 current employees have signed a letter protesting Dragonfly. Employees said: "Currently we do not have the information required to make ethically-informed decisions about our work, our projects, and our employment." Some employees have threatened to strike. Dragonfly may also be inconsistent with Google's AI Principles. Dragonfly could further enable surveillance by allowing the Chinese government to monitor individuals' Google searches by tying search results to phone numbers. Uighurs in China reportedly already face draconian measures, which require them to install tracking apps on their smartphones that monitor everything they do online. Similar practices could put Google users in China at risk of interrogation or detention.

Company's Argument

Since its founding, Google claims to have been committed to making the world's information available to everyone. The Board believes that knowledge is empowering and that a society with more information is better off than one with less. Providing access to information to people around the world is central to the Company mission. Google has been open about its desire to increase its ability to serve users in China and other countries. The Board has considered a variety of options for how to offer services in China in a way that is consistent with its mission and have gradually expanded its offerings to consumers in China, including Google Translate. While Google has made progress in its understanding of the market and user needs, many unknowns remain and currently there are no plans to launch Search in China. There is no work being undertaken on such a project and team members have moved to new projects. Before Google launches any new search product, it would conduct proper human rights due diligence, confer with Global Network Initiative (GNI) partners and other key stakeholders, and carefully consider the feedback it receives. In all its operations around the globe, Google is committed to a process of responsible decision-making that respects the fundamental rights of its users and is consistent with its mission, Code of Conduct, GNI obligations, AI principles, and privacy principles. As Sundar said to Congress in December 2018, if Google ever considers re-engaging this work, it will do so transparently, engaging and consulting widely.

PIRC's Analysis

A report on the human rights impact of this product that is potentially complicit in China's human rights abuses is in shareholders' interests both as a means of informing shareholders of potential risks and opportunities faced by the Company regardless of whether there are currently plans to expand into that country; but also as a means of ensuring that the management and board of a company gives due consideration to these issues. Alphabet's Global Network Initiative would seem to make such a report part of its fiduciary duty. In addition, the suggestion that privacy and security experts were excluded from development meetings of the product suggests that the Company understands the potential risks associated with the product and due diligence would suggest that such risks should be reported to shareholders. While the time period given to produce the report is short, it is likely the Company has most of the risk assessment already available to it, therefore, support for the vote is recommended.

Vote Cast: *For* Results: For: 2.2, Abstain: 1.0, Oppose/Withhold: 96.8,

15. *Shareholder Resolution: Adopt Compensation Clawback Policy*

Proponent's Argument

Shareholders of Alphabet Inc. ("Alphabet") urge the Board to adopt a clawback policy allow recoupment of payment if there has been misconduct resulting in a material violation of law or Alphabet's policy that causes significant financial or reputational harm to Alphabet, including (but not limited to) a violation that involves creating a hostile work environment; and (B) the senior executive committed the misconduct or failed in his or her responsibility to manage or monitor conduct or risks. Alphabet does not disclose an incentive compensation clawback policy in its proxy statement. Alphabet may have policies or arrangements reflecting the Sarbanes-Oxley clawback provision, but not a broader clawback policy. In the proponents view, significant damage can be caused by misconduct that does not necessitate a financial restatement, and recovery from senior executives other than the CEO and CFO may be warranted. As well, it may be appropriate to hold accountable senior executives who did not themselves commit misconduct but who failed in their management or monitoring responsibility. The change proposed would make clear that creating a hostile work environment could support recovery, assuming the Committee found significant financial or reputational harm had occurred. Finally, the proposal does not mandate a clawback; rather, it gives the Committee discretion to decide whether recovery is appropriate in particular circumstances. The Proponent believes that Alphabet would benefit from a misconduct clawback policy like the one proposed. Clawback provisions can serve as deterrents and contribute to a "tone at the top" emphasizing ethical behavior. Google, Alphabet's wholly-owned subsidiary, has recently come under fire for paying male executives fired after being accused of sexual harassment millions in severance packages and for continuing to employ some executives despite harassment complaints. The revelations spurred a protest by Google employees, who connected Google's treatment of harassment claims with broader concerns over sexism at Google.

Company's Argument

Alphabet believes in enhancing transparency and, by natural extension, accountability of management to the Board of Directors led by the independent Chairman.

In response to concerns raised in 2018, the Board of Directors and management have refocused their attention on enhancing the workplace culture, and announced significant revisions to its policies. The company continues to evaluate ways to further strengthen the response. The changes announced by Google included no longer requiring arbitration for employment claims, including but not limited to, sexual harassment and assault claims, providing more granularity around investigations and outcomes as part of the internal Investigations report, overhauling reporting channels and enhancing processes to handle concerns, and updating and expanding mandatory sexual harassment training. In addition, Google recommitted to diversity, equity and inclusion efforts, with its Chief Diversity Officer providing monthly progress updates to Google's CEO. Google also disclosed the results of its pay equity analysis, which included 91% of Google employees in its analysis. The Code of Conduct requires all directors, executive officers, and employees to perform their duties to the highest possible standards of ethical business conduct. Any violation of the Code of Conduct or other policies may result in disciplinary action, including termination of employment and forfeiture of unvested equity awards. The Board of Directors is also responsible for overseeing the company's executive management and ensuring the company operates in ways that support the long-term interest of stockholders. The Corporate Governance Guidelines provide the Board of Directors with discretion to ensure that the compensation structure and programs are in the best interest of the company, but avoids the vague and subjective standards advocated by this proposal. As the proponent notes, Section 304 of the Sarbanes-Oxley Act of 2002 already permits the SEC to seek recovery of incentive awards from the Chief Executive Officer and Chief Financial Officer if there are misstated financials resulting from their misconduct.

PIRC's Analysis

The board should be empowered to recoup awards under the conditions stated by the Proponent. It is noted that the proposal would supplement rather than replace existing clawback measures. The proposal will be an advance in corporate governance. On this basis, support for the proposal is recommended.

Vote Cast: *For* Results: For: 24.6, Abstain: 0.3, Oppose/Withhold: 75.0,

16. *Shareholder Resolution: Report on Policies and Risks Related to Content Governance*

Proponent's Argument

Shareholders request Alphabet Inc. issue a report reviewing the efficacy of its enforcement of Google's terms of service related to content policies and assessing the risks posed by content management controversies related to election interference, freedom of expression, and the spread of hate speech, to the company's finances, operations, and reputation. Google's attempts thus far to address content governance have misfired. For example, in October 2017, Google acknowledged its automated system incorrectly flagged Google Docs content as violating its terms of service, blocking user-generated content and inconveniencing users. In June 2018, YouTube apologized for repeatedly filtering or demonetizing content created by LGBTQ users. Google's YouTube continues to provide a home for extremist content. In June 2018, U.S. news outlets reported that white supremacist and white nationalist content "found a home" on social network Google Plus, violating the user policy. Data & Society research institute says: "The [YouTube] platform, and its parent company, have allowed racist, misogynist, and harassing content to remain online - and in many cases, to generate advertising revenue - as long as it does not explicitly include slurs." The Network Contagion Research Institute, a group tracking the spread of hate speech, found that the man charged in a mass shooting at a Pittsburgh synagogue linked to racist and antisemitic YouTube videos 71 times. These controversies have drawn regulatory scrutiny. The European Union, for example, announced measures intended to pressure Google and other companies to combat disinformation ahead of EU parliament elections in May 2019. Shareholders are concerned that Google's inability to address these issues proactively poses substantial regulatory, legal, and reputational risks to long-term value.

Company's Argument

The Company has undertaken substantial efforts to prevent the manipulation and abuse of the platforms and have, in many instances, reported these efforts publicly. To combat violent or extremist content on the platform, the Company uses a combination of human reviewers and cutting-edge machine learning, which has amplified the ability to identify and respond rapidly. Once potentially problematic content is flagged by the automated systems, human review verifies whether it violates the policies. If it does, the content is removed, and is used to train the machines for better detection in the future. While the systems do classify content incorrectly, Tthe Company are constantly working to improve in this area and to fix mistakes, and have made tremendous progress in recent years. For example, with respect to the automated systems that detect extremist content, thw teams have manually reviewed over two million videos to provide large volumes of training examples, which help improve the machine learning to flag technology. Notably, machine learning now helps us take down extremist content before it has been widely viewed: well over 90% of the videos uploaded in September 2018 and removed for Violent Extremism had fewer than 10 views. For Search and News, websites are ranked based on assessments of their relevance and authoritativeness based on 200+ factors, and the Company continues to improve on Search every day. In 2017 alone, the Company has conducted more than 200,000 experiments that resulted in about 2,400 changes to Search. On YouTube, there are thousands of reviewers who operate 24/7 to address content that may violate the Community Guidelines, and have expanded the team to meet evolving enforcement needs. Furthermore, the Company understands that the content of both ads and publisher sites needs to be safe and provide a positive experience for users, and the Company has created clear advertising policies, governing what content can and cannot be monetized. The policies to tackle the specific issue of disinformation on the advertising platforms focus on misrepresentative or harmful behavior by advertisers or publishers, while avoiding judgments on the veracity of statements made about politics or current events.

PIRC's Analysis

The application of clear internal policies and effective controls to ensure that hate speech, misuse of Company products to subvert the political process, to support the illegal trade in arms and to facilitate human rights violations is essential to avoid reputational damage, regulatory risk and damage to relationships with key stakeholders such as customers and employees. Without the effective application of such policies, customer loyalty will be adversely affected and human capital issues might ensue. The request for a report disclosing enforcement mechanisms the Company has put in place, and their efficacy is reasonable. The Company's Transparency Report goes some way to answering the proponent's request, and includes a large amount of data on enforcement, but it does not detail content violation that were missed but the mechanisms and subsequently reported, so the Company's efficacy record is missing. Support for the proposal is recommended.

Vote Cast: *For* Results: For: 6.8, Abstain: 1.8, Oppose/Withhold: 91.4,

3 Oppose/Abstain Votes With Analysis

RIO TINTO GROUP (GBP) AGM - 10-04-2019

1. *Receive the Annual Report*
Strategic Report meets guidelines. Adequate environmental policy is in place and relevant, up-to-date, quantified environmental reporting is disclosed. The proportion of women on the Board, in Executive Management positions and within the whole organisation is disclosed. However, it is noted that shareholders were not asked to vote on the dividend paid during the year which is contrary to best practice. In addition, the level of fatalities across the group increased to 3 from 0 in 2017. However this is still considered a high number of fatalities. On this basis, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 97.5, Abstain: 1.7, Oppose/Withhold: 0.8,

2. *Approve the Remuneration Report*
Overall disclosure is adequate. The increase in the CEO's salary is in line with the rest of the Company, as the Company reports that the CEO's salary increased by 2.3% while the average pay of the entire workforce increased by 3.8%. Also, 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 CEO's salary is in the median of PIRC's comparator group. The CEO's variable pay for the Year Under Review is considered to be overly excessive at approximately 257.82% of his salary. Also, the CEO was awarded an LTIP of approximately 432% of his salary which is considered excessive. Additionally, the ratio of CEO pay compared to average employee pay is considered unacceptable at 40:1.

Vote Cast: *Abstain* Results: For: 91.6, Abstain: 2.1, Oppose/Withhold: 6.3,

3. *Approve the Remuneration Report (Australia)*
In accordance with Section 250R of the Australian Corporations Act, the directors are seeking approval of the remuneration report. The Act does not require directors to act on approval of the resolution and the vote is advisory. It is noted that the Remuneration Report (Australia) received a significant level of opposition, with votes opposed standing at 10.1% at the 2018 AGM.
The maximum potential award under all the incentive schemes is 638% of salary which is highly excessive. As stated in resolution 2, the current variable pay of the CEO is also deemed excessive at approximately 257.82% of salary. There are concerns over features of the Long Term Incentives (LTI) plan as no non-financial performance metrics are in use and the performance conditions do not operate interdependently. The contract policy is also of concern as an initial notice period of 24 months, reducing to 12 months after two years, can be given for recruitment purposes. This can allow for excessive severance payments for Executives appointed under these terms. Upon termination, there are significant concerns with regards to the fact that the outstanding PSP awards, after the first 36 months from the date of grant, will not be pro-rated for period served. An oppose vote is therefore recommended.

Vote Cast: *Oppose* Results: For: 91.6, Abstain: 1.4, Oppose/Withhold: 7.0,

13. *Re-elect Simon Thompson*
Non-Executive Chair. Independent upon appointment. Non-Executive Chair. Independent upon appointment. He is also Chair of 3i Group Plc, a FTSE 100 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. In addition, he is the Chair of Nomination Committee and less than 33% of the Board are women which is not in line with PIRC's guidelines. On these basis, opposition is recommended.

Vote Cast: *Oppose* Results: For: 94.0, Abstain: 2.2, Oppose/Withhold: 3.8,

14. *Re-appoint PricewaterhouseCoopers LLP as Auditors*
PwC proposed. Non-audit fees represented approximately 1.20% of audit fees during the year under review and 11.91% 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. Nevertheless, it is noted that the company completed an audit tender process for the Group's external auditors, and recommended that the board appoint KPMG as external auditors with effect from the 2020 financial year.

Vote Cast: *Oppose* Results: For: 96.5, Abstain: 1.4, Oppose/Withhold: 2.2,

19. *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: 77.8, Abstain: 1.6, Oppose/Withhold: 20.6,

HSBC HOLDINGS PLC AGM - 12-04-2019

1. *Receive the Annual Report*
The Strategic Review is considered adequate. There are adequate environmental and employment policies in place. Quantified environmental data has been published. 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* Results: For: 98.4, Abstain: 0.6, Oppose/Withhold: 1.0,

2. *Approve the Remuneration Report*
Disclosure: All elements of the single figure table are adequately disclosed. However certain targets attached to the annual and long-term incentives such as: Financial measures (RoTE, Total Shareholder Return (TSR), underpin to maintain a minimum CET1 ratio.), strategic measures (Improve environment, social and governance scores, Improve employer advocacy), and Risk and compliance measures or underpin. The performance measures selected for the annual incentive and LTI awards will be set on an annual basis by the Committee, taking into account the Group's strategic priorities and any feedback received from the shareholders.
Balance: CEOs realized variable pay for the year under review, exceeds 200% of salary. In addition, the taxable benefits paid to the CEO amount to GBP 40,000 or 3.8% of his salary which is within guidelines. The ratio of CEO to average employee pay is considered unacceptable at 118:1.
Rating: BDD.

Vote Cast: *Oppose* Results: For: 96.4, Abstain: 0.5, Oppose/Withhold: 3.2,

3. *Approve Remuneration Policy*
The Company announced a change in the pension allowance for the new directors, from 30% of the base salary to 10% of the base salary, the decision was made as result of dialogue with shareholders. The LTI plan is adequately linked to Company's non-financial KPIs however the metrics used are not operating interdependently. Performance period under the policy is three years which is not considered sufficiently long-term. However, the use of an additional vesting period for the award to vest is welcomed. Malus and clawback provisions are adequately attached to both the Annual Incentive and the LTI plan. Directors are required to build up an adequate shareholding: the CEO has five years to hold the equivalent of 400% of his salary in shares of the Company. However, the maximum potential award under all incentive schemes is considered excessive as it can amount to up to 535% of salary for Executive Directors.In addition, to this variable element, from 2016 the Executives are entitled to a Fixed Pay Allowance (FPA) capped at 150% of salary, which is inappropriate It is disappointing to see that the Company, in justification to remaining competitive in the market for talent, has found a way to circumvent the spirit of the CRD IV regulations, which capped variable pay at 200% of fixed pay. Such FPA replaced variable pay by a guaranteed fixed payment and allowed HSBC to keep Executive pay close to its original levels, before the regulations. Termination provisions for Executive directors are considered acceptable. Annual and long-term incentives will always be, at maximum, pro-rated for period served and base on achievement of performance conditions. Maximum notice period cannot exceed one year in any circumstances and payments in lieu of notice are in line with best practice.
In addition to the concerns expressed above, the remuneration committee is granted discretion to award a "guaranteed bonus" on retirement, which is seen as highly inappropriate. Rating: BDD, opposition is recommended.

Vote Cast: *Oppose* Results: For: 96.9, Abstain: 0.5, Oppose/Withhold: 2.6,

4.d. *Re-elect Laura Cha as Director*
Independent Non-Executive Director. However, there are concerns over the director's potential aggregate time commitments. Abstention is recommended.

Vote Cast: *Abstain* Results: For: 98.4, Abstain: 1.3, Oppose/Withhold: 0.3,

4.g. *Re-elect Irene Lee as Director*
Independent Non-Executive Director. However, there are concerns over the director's potential aggregate time commitments. Abstention is recommended.

Vote Cast: *Abstain* Results: For: 95.5, Abstain: 1.3, Oppose/Withhold: 3.2,

4.n. *Re-elect Pauline van der Meer Mohr as Director*
Independent Non-Executive Director. However, there are concerns over the director's potential aggregate time commitments.

Vote Cast: *Abstain* Results: For: 98.1, Abstain: 1.3, Oppose/Withhold: 0.6,

8. *Issue Shares with Pre-emption Rights*
Authority is limited to two-thirds of the Company's issued share capital. However, that authority is limited as follows:
(a) up to 19% of the Company's issued ordinary share capital may be used for general allotments (for cash);
(b) up to one third of the Company's issued share capital with pre-emption rights;
(c) up to two-thirds of the Company's issued ordinary share capital in connection with a rights issue only. Any allotments or grants under paragraphs (a) or (b) will reduce the level of this two-thirds authority;
(d) issue of sterling (up to GBP 150,000), US dollar (up to USD150,000) and euro (up to EUR150,000) non-cumulative preference shares without having first to obtain the consent of shareholders in general meeting.

Issuance of share of up to 10% of the issued share capital for cash is considered excessive. The use of this authority to issue preference shares is also not supported. An oppose vote is therefore recommended.

Vote Cast: *Oppose* Results: For: 95.0, Abstain: 0.5, Oppose/Withhold: 4.5,

10. *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 transactions if such situation arises. As this is not the case, an oppose vote is therefore recommended.

Vote Cast: *Oppose* Results: For: 96.6, Abstain: 0.5, Oppose/Withhold: 2.9,

11. *Issue Re-purchased Shares with Pre-emption Rights*
Authority proposed to allot shares or grant rights to subscribe for, or convert any security into, shares in the Company pursuant to paragraph (a) of Resolution 8 be extended by the addition of such number of ordinary shares of USD 0.50 each repurchased by the Company under the authority granted pursuant to Resolution 12, to the extent that such extension would not result in any increase in the authority to allot shares or grant rights to subscribe for or convert securities into shares pursuant to paragraphs (b) and (c) of Resolution 7. Share repurchase authority under resolution 10 is limited to 10% of the Company's issued share capital. This will allow the Company to issue repurchased shares. Given the oppose vote recommended for the repurchase of shares without adequate justification, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 97.4, Abstain: 0.5, Oppose/Withhold: 2.1,

12. *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: 98.5, Abstain: 0.5, Oppose/Withhold: 1.1,

13. *Issue Shares with Pre-emption Rights in Relation to Contingent Convertible Securities (CCSs)*
Authority to allot shares and grant rights to subscribe for or to convert any security into ordinary shares in the Company up to an aggregate nominal amount of USD 2,003,673,053, representing approximately 20% of the Company's issued ordinary share capital, such authority to be exercised in connection with the issue of CCSs. CCSs are debt securities which convert into ordinary shares in certain prescribed circumstances. They benefit from a specific regulatory capital treatment under European Union legislation. This authority is in addition to resolution 14 and will expire at next AGM. The Company explains that this resolution is a recurring resolution at its AGM and will be used to comply or maintain compliance with regulatory capital requirements or targets applicable to the Group. The terms of HSBC's existing CCSs have received regulatory approval from the Prudential Regulation Authority (PRA). The dilution involved for those shareholders not able to subscribe may significantly decrease their interest in the Bank. Dis-applying pre-emption rights may result in excessive dilution.
The use of CCSs are not considered appropriate as they put investors at significant risk of dilution in the event that conversion occurs. CCSs are relatively new instruments and there are concerns that they may create a situation which whilst converting some debt to equity actually disincentivises equity investors from putting

more new funds in to banks via rights issues, due to the dilutive effect of the conversion taking away much, or some, of the premium that would ordinarily accrue to shareholders. Based on these concerns, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 98.2, Abstain: 0.5, Oppose/Withhold: 1.3,

14. *Issue Shares without Pre-emption Rights in Relation to Contingent Convertible Securities*
This resolution will give the Directors authority to allot CCSs, or shares issued upon conversion or exchange of CCSs, without the need to first offer them to existing shareholders. This will allow the Directors greater flexibility to manage the Company's capital in the most efficient and economical way for the benefit of shareholders. If passed, Resolution 14 will authorise the Directors to allot shares and grant rights to subscribe for or to convert any security into shares in the Company on a non-pre-emptive basis up to an aggregate nominal amount of USD 2,003,673,053 representing approximately 20% of the Company's issued share capital. In line with the voting recommendation on resolution 13, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 97.5, Abstain: 0.5, Oppose/Withhold: 2.0,

CARNIVAL PLC (GBR) AGM - 16-04-2019

1. *Re-elect Micky Arison*
Executive Chairman. It is a generally accepted norm of good practice that the Chairman 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/Withhold is recommended.

Vote Cast: *Oppose* Results: For: 95.8, Abstain: 0.3, Oppose/Withhold: 3.9,

6. *Re-elect Richard Glasier*
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* Results: For: 94.2, Abstain: 0.0, Oppose/Withhold: 5.8,

8. *Elect Katie Lahey*
Non-Executive Director. Not considered independent as she was previously employed by the Company as Executive Chair of Carnival Australia. There is insufficient independent representation on the Board. Opposition is recommended.

Vote Cast: *Oppose* Results: For: 98.5, Abstain: 0.0, Oppose/Withhold: 1.5,

9. *Re-elect Sir John Parker*
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* Results: For: 93.3, Abstain: 0.1, Oppose/Withhold: 6.7,

10. *Re-elect Stuart Subotnick*

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* Results: For: 91.9, Abstain: 0.0, Oppose/Withhold: 8.0,

11. *Re-elect Laura Weil*

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* Results: For: 95.7, Abstain: 0.1, Oppose/Withhold: 4.3,

12. *Re-elect Randall Weisenburger*

Lead Independent Director. Not considered independent as owing to a tenure of over nine years. It is considered that a Lead Independent Director should be independent, in order to fulfil the responsibilities assigned to that role. Opposition is recommended.

Vote Cast: *Oppose* Results: For: 95.4, Abstain: 0.3, Oppose/Withhold: 4.3,

13. *Advisory Vote on Executive Compensation*

Disclosure:- Annual cash incentives are based on operating income. The Company granted long-term incentives in the form of Performance-Based Share (PBS) grants, Management Incentive Plan-tied equity (MTE) and Shareholder Equity Alignment ("SEA"). PBS grants are based on operating income and Return on Invested Capital (ROIC) performance goals over a three-year period, as modified based on the Company's total shareholder return (TSR) rank relative to the 2017 Peer Group. The Company has disclosed the financial targets for its short-term incentives. However, there is no disclosure of the targets for the 2018 PBS grants. The SEA grant is based upon Carnival Corporation's absolute TSR performance as modified by our TSR rank relative to the 2018 Peer Group.
Balance: - For fiscal 2018, executive compensation was aligned with companies of a similar market capitalization however it was not aligned with peer group averages. Annual cash awards were considered excessive, with overall pay levels above peer group averages. The CEO's actual bonus for fiscal 2018 was USD 4,689,000 representing 321.59 % of his base salary. A maximum limit on the annual bonus of 200% of base salary is considered the best practice. Also, the Company failed to include non-financial metrics into the annual bonus structure, which is considered best practice as it provides a wider evaluation of Company performance, and is often linked with driving long-term growth as opposed to financial metrics, which can be easily manipulated year-on-year. The Company uses operating income as a performance metric for both the short-term and long-term incentives, allowing executives to be rewarded twice for the same performance.
Contract: - The Company has a compensation claw back policy however it is not considered robust and fail to appropriately define good reason and cause. Arnold W. Donald (CEO) and Michael Thamm (CEO, Costa Group) are the only Named Executive Officers (NEOs) with employment agreements providing cash severance. In a change in control, Mr. Donald would be eligible for two years of salary and target bonus, which is contrary to best practice. Opposition is recommended.

Vote Cast: *Oppose* Results: For: 95.3, Abstain: 0.4, Oppose/Withhold: 4.3,

14. *Approve the Remuneration Report*

The CEO's salary is in the upper quartile in PIRC's comparator group. Changes in CEO pay over the last five years are not in line with the TSR performance over the

same period. The total variable pay rewarded to the CEO in the year under review is considered highly excessive representing 750 % of base salary. Also, the ratio of CEO pay compared to the median employee has been estimated and found to be inappropriate at 813:1.
Rating: CE. Opposition is recommended.

Vote Cast: *Oppose* Results: For: 95.7, Abstain: 0.3, Oppose/Withhold: 4.0,

15. *Reappoint PricewaterhouseCoopers LLP as Independent Auditors of Carnival plc*
PwC proposed. Non-audit fees represented 1.75% of audit fees during the year under review and 1.19% 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: 96.5, Abstain: 0.4, Oppose/Withhold: 3.1,

17. *Receive the Annual Report*
The Strategic Review is considered adequate. There are adequate environmental and employment policies in place. Quantified environmental data has been published. However, no dividend has been put to the vote for shareholder approval, despite four quarterly dividends totalling USD 2.00 per ordinary share were paid during the year under review. 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* Results: For: 99.0, Abstain: 0.4, Oppose/Withhold: 0.7,

20. *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: 99.0, Abstain: 0.2, Oppose/Withhold: 0.8,

SPOTIFY TECHNOLOGY SA AGM - 18-04-2019

4.a. *Elect Daniel Ek*
Chairman 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*

6. *Approve Remuneration Policy*
It is proposed to approve the remuneration policy. Variable remuneration does not seem to be consistently capped and as such there are excessiveness concerns as

the total potential variable remuneration may exceed 200% of the salary. In addition, the Company does not have any performance conditions attached for the granting of its variable remuneration component, which as a consequence may lead to overpayment against underperformance.There are no claw back clauses in place over the entirety of the variable remuneration component which makes it unlikely that shareholders will be able to reclaim any variable remuneration unfairly paid out. On these grounds, opposition is recommended.

Vote Cast: *Oppose*

LOREAL SA AGM - 18-04-2019

O.3. *Approve the Dividend*
Proposed dividend of EUR 3.85 per share, and EUR 4.23 as a preferential dividend for eligible shareholders. Although the dividends are covered by earnings, the practice of a "loyalty dividend" for shareholders who have had shares registered in their names for the past two years appears to be circumventing the removal of double voting rights from the Articles, and may lead to special dividend payout to the members of the controlling shareholder agreement, to the detriment of minority shareholders. Opposition to such dividend distribution is recommended.

Vote Cast: *Oppose* Results: For: 99.9, Abstain: 0.1, Oppose/Withhold: 0.0,

O.6. *Approve Remuneration Policy of Executive Corporate Officers*
It is proposed to approve the remuneration policy. Variable remuneration appears to be consistently capped, and the payout is in line with best practice. However, the Company has not disclosed quantified targets for the performance criteria of its variable remuneration component, which as a s consequence may lead to overpayment against underperformance. In addition, there are no claws back clauses in place over the entirety of the variable remuneration component which makes it unlikely that shareholders will be able to reclaim any variable remuneration unfairly paid out. On these grounds, opposition is recommended.

Vote Cast: *Oppose* Results: For: 90.0, Abstain: 0.0, Oppose/Withhold: 10.0,

O.7. *Approve Compensation of Jean-Paul Agon, Chairman and CEO*
It is proposed to approve the remuneration paid or due to Mr Jean-Paul Agon with an advisory vote. The payout is in line with the best practice, under 200% of the fixed salary. 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. In addition, there are no claws back clauses in place over the entirety of the variable remuneration component which makes it unlikely that shareholders will be able to reclaim any variable remuneration unfairly paid out. On this basis, opposition is recommended.

Vote Cast: *Oppose* Results: For: 94.7, Abstain: 0.0, Oppose/Withhold: 5.2,

O.8. *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: 99.5, Abstain: 0.0, Oppose/Withhold: 0.4,

ASML HOLDING NV AGM - 24-04-2019

12.A. *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: 97.4, Abstain: 1.3, Oppose/Withhold: 1.2,

12.B. *Authorise additional 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: 96.2, Abstain: 1.5, Oppose/Withhold: 2.3,

5. *Approve adjustments to Remuneration Policy*
It is proposed to approve the remuneration policy. Variable remuneration appears to be consistently capped, although the pay-out may exceed 200% of the fixed remuneration for the highest paid director. 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, opposition is recommended based on excessiveness concerns.

Vote Cast: *Oppose* Results: For: 94.1, Abstain: 2.2, Oppose/Withhold: 3.7,

8.B. *Re-elect Ms. A.P. Aris*
Independent Non-Executive Director. However, there are concerns over the director's potential aggregate time commitments.

Vote Cast: *Abstain* Results: For: 98.3, Abstain: 1.4, Oppose/Withhold: 0.3,

9. *Approve Fees Payable to the Board of Directors*
It is proposed to increase the maximum amount payable to the Supervisory Board by more than 10% on annual basis. The increase is considered material and exceeds guidelines, while the Company has not duly justified it. Therefore, opposition is recommended.

Vote Cast: *Oppose* Results: For: 97.5, Abstain: 1.6, Oppose/Withhold: 0.9,

KERING SA AGM - 24-04-2019

O.6. *Approve the Remuneration of François-Henri Pinault*
It is proposed to approve the remuneration paid or due to François-Henri Pinault with an advisory vote. There are concerns regarding excess as the total variable remuneration exceeded 200% of the salary. In addition, 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. Furthermore, there are no claw back clauses in place, which is against best practices. Opposition is recommended.

Vote Cast: *Oppose* Results: For: 78.7, Abstain: 0.0, Oppose/Withhold: 21.2,

O.7. *Approve the Remuneration of Jean-François Palus*
It is proposed to approve the remuneration paid or due to Jean-François Palus with an advisory vote. There are concerns regarding excess as the total variable remuneration exceeded 200% of the salary. In addition, 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. Furthermore, there are no claw back clauses in place, which is against best practices. Opposition is recommended.

Vote Cast: *Oppose* Results: For: 97.3, Abstain: 0.0, Oppose/Withhold: 2.6,

O.8. *Approve Remuneration Policy for François-Henri Pinault*
It is proposed to approve the remuneration policy for François-Henri Pinault with a binding vote. Variable remuneration is capped above 200% of salary, and as such there are excessiveness concerns. In addition, the Company has not disclosed quantified targets for the performance criteria of the annual bonus component of the variable remuneration, which may lead to overpayment against underperformance. There are claw back clauses in place over the entirety of the variable remuneration, which is welcomed. Nevertheless, opposition is recommended based on potential excessive variable remuneration.

Vote Cast: *Oppose* Results: For: 94.1, Abstain: 0.0, Oppose/Withhold: 5.9,

O.9. *Approve Remuneration Policy for Jean-François Palus*
It is proposed to approve the remuneration policy for Jean-François Palus with a binding vote. Variable remuneration is capped above 200% of salary, and as such there are excessiveness concerns. In addition, the Company has not disclosed quantified targets for the performance criteria of the annual bonus component of the variable remuneration, which may lead to overpayment against underperformance. There are claw back clauses in place over the entirety of the variable remuneration, which is welcomed. Nevertheless, opposition is recommended based on potential excessive variable remuneration.

Vote Cast: *Oppose* Results: For: 92.2, Abstain: 0.0, Oppose/Withhold: 7.7,

O.10. *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 specific justification was provided by the Board, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 99.6, Abstain: 0.0, Oppose/Withhold: 0.4,

E.14. *Issue Shares for Cash*
Authority to issue shares without pre-emptive rights is proposed for less than 10% of the current share capital. However; the duration of the authority exceeds 12 months. It is considered that shareholders should have the occasion to vote on such resolutions annually.

Vote Cast: *Oppose* Results: For: 99.7, Abstain: 0.0, Oppose/Withhold: 0.3,

E.15. *Approve Issue of Shares for Private Placement*
The Board requests authority to approve a global authority for the issue of capital related securities without pre-emptive rights by private placement. The authorisation is valid up to 10% of the issued share capital over a period of 26 months. This authority is not requested in connection with a particular operation and has not been duly justified by the Company. Opposition is therefore recommended.

Vote Cast: *Oppose* Results: For: 94.9, Abstain: 0.0, Oppose/Withhold: 5.1,

E.17. *Authorise the Board to Increase the Number of Shares Issued in case of Exceptional Demand*
In addition to the share issuance authorities sought above, the Board requests shareholder authority for a capital increase of additional 15%, in case of exceptional demand.
A green shoe authorisation enables an authorization of additional shares in the event of exceptional public demand. In this case, the authorization would increase allow the placement of up to 15% additional new shares within a thirty day period at a price equal to that of the initial offer. There are concerns with such authorities as they may potentially represent a discount superior to the discount to which the initial authorisation is limited due to a potential rise in share price in the period between original issuance and secondary issuance. Given the potential for inequitable treatment of shareholders, opposition is recommended.

Vote Cast: *Oppose* Results: For: 95.6, Abstain: 0.0, Oppose/Withhold: 4.4,

CRH PLC AGM - 25-04-2019

3. *Approve the Remuneration Report*
It is proposed to approve the annual report on remuneration. It is noted that the Remuneration Report received a significant number of oppose votes of approximately 37.95% at the 2018 AGM.
Disclosure: The Company discloses all elements of remuneration for Executives and Non-Executives. Performance conditions and targets for PSP awards granted during the year are disclosed. Expected values are disclosed for all share incentive awards.
Balance : The balance of CEO realized 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 CEO's total variable pay during the year is considered excessive as it amounts to approximately 404.43% of his base salary (Annual Bonus: 183.36% : PSP: 221.07%). The ratio of CEO pay to employee pay has been estimated and stands at 91:1 which is considered unacceptable. It is recommended that the ratio does not exceed 20:1.
Rating: BE

Vote Cast: *Oppose* Results: For: 97.1, Abstain: 1.5, Oppose/Withhold: 1.4,

5. *Approve Fees Payable to the Board of Directors*
Resolution 5 proposes to increase the limit of the aggregate fees for non-executive Directors to EUR 1,000,000. The current limit, approved at the 2016 Annual General Meeting, is EUR 875,000. The Company stated that the proposed increase is required as a result of an increase in the number of non-executive Directors. It is recommended that an increase in the fees of the Non-Executive Directors does not exceed the recommended limit of 10%. The proposed increase in Directors' fees at approximately 14% is considered overly excessive. On this basis, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 97.5, Abstain: 0.0, Oppose/Withhold: 2.5,

4. *Approve Remuneration Policy*
Overall disclosure is considered acceptable. Total potential awards under all incentives are considered excessive at approximately 590% of CEO base salary. Performance period under the PSP is three-years which is not considered sufficiently long term. There is a two-year holding period, which is welcomed. The PSP is not linked to non-financial conditions. The Company has disclosed quantified targets or performance criteria for its variable remuneration component which is in line with best practice. It is noted that 33.3% of the annual bonus will be deferred into shares. It is recommended that at least 50% of the annual bonus should be deferred for more than two years. Although the Company uses more than one performance condition, the conditions do not operate interdependently. There are claw back clauses in place over the entirety of the variable remuneration, which is welcomed. There is no prescribed maximum under the pension scheme. Benefits are considered excessive. The CEO is entitled to a disability salary of EUR 1,000,000 p.a. in cases of ill-health or disablement, in lieu of early ill-health provisions in the pension scheme. Furthermore, generous amounts are awarded to the non-executive directors as Committee fees and travel fees. On balance, opposition is recommended based on excessiveness concerns. Rating: BEC

Vote Cast: *Oppose* Results: For: 97.7, Abstain: 1.1, Oppose/Withhold: 1.2,

6.B. *Re-elect Mr. N. Hartery*
Non-Executive Chair. Not considered independent owing to a tenure of over nine years. On this basis, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 95.2, Abstain: 0.0, Oppose/Withhold: 4.8,

8. *Re-appoint Ernst & Young as Auditors*
EY proposed. There are no non-audit fees during the year under review and non-audit fees represent approximately 3.45% 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. However, 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: 97.1, Abstain: 0.0, Oppose/Withhold: 2.9,

11. *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 a 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 specific transactions if such situation arises. As this is not the case, an oppose vote is therefore recommended.

Vote Cast: *Oppose* Results: For: 96.4, Abstain: 0.0, Oppose/Withhold: 3.6,

12. *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: 98.1, Abstain: 0.1, Oppose/Withhold: 1.8,

TULLOW OIL PLC AGM - 25-04-2019

5. *Re-elect Steve Lucas*
Independent Non-Executive Director. However, there are concerns over the director's potential aggregate time commitments. The Director missed one Board meeting with no adequate justification provided, opposition is recommended.

Vote Cast: *Oppose* Results: For: 97.2, Abstain: 0.0, Oppose/Withhold: 2.8,

11. *Re-appoint Deloitte LLP as Auditor*
Deloitte proposed. Non-audit fees represented 4.55% of audit fees during the year under review and 6.45% 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: 95.7, Abstain: 0.1, Oppose/Withhold: 4.2,

INTUITIVE SURGICAL INC AGM - 25-04-2019

1i.. *Elect Lonnie M. Smith*
Executive Chairman. It is a generally accepted norm of good practice that the Chairman 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/Withhold is recommended.

Vote Cast: *Oppose* Results: For: 98.4, Abstain: 0.1, Oppose/Withhold: 1.5,

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: ECC. Based on this rating, opposition is recommended.

Vote Cast: *Oppose* Results: For: 95.3, Abstain: 0.1, Oppose/Withhold: 4.6,

3. *Appoint the Auditors*
PwC proposed. Non-audit fees represented 14.86% of audit fees during the year under review and 8.43% 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* Results: For: 99.3, Abstain: 0.3, Oppose/Withhold: 0.4,

RELX PLC AGM - 25-04-2019

2. *Approve the Remuneration Report*
Disclosure: is substandard. At last year's AGM the remuneration report received significant opposition of 13.08%. There is no evidence that Company has engaged with shareholders with respect to this particular issue, nor is there any evidence that shareholder concerns have been addressed.
Balance: 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 3%. The CEO's salary is in the upper quartile of the Company's comparator group. Changes in the CEO's total remuneration over the past five years are not considered to be in line with changes in TSR during the same period. The CEO's variable pay for the year under review is highly excessive, amounting to 539% of his salary; it is recommended that variable pay does not exceed 200% of salary. The ratio of CEO pay compared to average employee pay is not acceptable at 53:1; it is recommended that the ratio does not exceed 20:1.
Rating:CE.

Vote Cast: *Oppose* Results: For: 87.3, Abstain: 6.7, Oppose/Withhold: 6.0,

4. *Re-appoint Ernst & Young LLP as Auditors of the Company*
EY proposed. Non-audit fees represented 39.71% of audit fees during the year under review and 20.00% on a three-year aggregate basis. This level of non-audit fees raises some concerns about the independence of the statutory auditor.

Vote Cast: *Abstain* Results: For: 97.6, Abstain: 0.8, Oppose/Withhold: 1.5,

8. *Re-elect Sir Anthony Habgood*
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: 94.1, Abstain: 0.0, Oppose/Withhold: 5.9,

9. *Re-elect Wolfhart Hauser*
Senior Independent Director. Considered independent. However, he is Chair of the Remuneration Committee. Given the excessiveness of the Company's remuneration during the year under review and as concerns from previous years still remain, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 91.0, Abstain: 3.4, Oppose/Withhold: 5.6,

13. *Re-elect Robert MacLeod*
Independent Non-Executive Director. There are concerns over a potential conflict of interest between his role as an Executive in a listed company (CEO of Johnson Matthey plc) and membership of the Remuneration Committee. An abstain vote is recommended.

Vote Cast: *Abstain* Results: For: 94.9, Abstain: 0.8, Oppose/Withhold: 4.3,

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 a 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 transactions if such situation arises. As this is not the case, an oppose vote is therefore recommended.

Vote Cast: *Oppose* Results: For: 97.2, Abstain: 0.4, Oppose/Withhold: 2.4,

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: 98.6, Abstain: 0.1, Oppose/Withhold: 1.3,

BRITISH AMERICAN TOBACCO PLC AGM - 25-04-2019

1. *Receive the Annual Report*
The Strategic Review is considered adequate. There are adequate environmental and employment policies in place. Quantified environmental data has been published. 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* Results: For: 99.0, Abstain: 0.2, Oppose/Withhold: 0.8,

2. *Approve Remuneration Policy*
Policy Changes: (i) Pensions: The rate of pension provision under the defined contribution arrangements has been reduced from 35% of base salary to 15% of base salary. (ii) Short-Term Incentive Scheme (STI): The previous individual performance multiplier, allowing a +20% adjustment to the outcome based on the corporate result, has been removed with effect from the 2019 performance year. Post-cessation payments to 'good leavers' will no longer be paid pro rata and 'on target' at leave date and instead will operate on a 'wait and see' basis, being paid pro rata, by reference to full year results and paid at the normal time in March of the following year. (iii) Long-Term Incentive Plan (LTIP): The limit on the levels of award to Executive Directors other than the Chief Executive has been removed and is set at 500% of

salary. The TSR comparator group is expanded to include the Altria Group for awards made from 2019. (iv) For awards made from 2019, dividend equivalent payments under the Deferred Share Bonus Scheme (DSBS) and the LTIP will be settled in shares, rather than cash. (v) Post-employment shareholding requirements have been introduced for former Executive Directors to hold shares equivalent to 100% of current shareholding requirements for two full years following the date of their departure.
Disclosure: Overall disclosure is satisfactory.
Balance: There is no overall maximum set for benefits, however the Company does set limits on certain aspects of benefits provided. The maximum pension contribution has been reduced from 35% to 15% of salary which is welcomed. Although the Company maintains legacy pension arrangements in the form of a defined benefit scheme for the current Finance Director, he is due to retire from the Company by the end of FY2019. With respect to payment of the annual bonus, group outcome is delivered 50% in cash and 50% is deferred into ordinary shares for three years. Although share deferral is welcomed, the amount is not considered sufficient, as 50% of the whole bonus should be deferred into shares. The Company uses more than one performance condition, though the conditions do not operate interdependently. At three years the LTIP is not considered to be sufficiently long-term. However, a two year post-vesting holding period applies, which is welcomed. The performance metrics are not operating interdependently and do not include any non-financial KPI. Dividend equivalents may be accrued on vested share awards from the date of grant. Such rewards are not supported as they mis-align shareholders and executive interests as shareholders must subscribe for shares in order to receive dividends whereas participants in the scheme do not. Malus and clawback provisions apply. Total potential variable pay is excessive at 750% of salary; it is recommended that total variable pay is limited to 200% of salary. The Company has set shareholding guidelines requiring the CEO to hold 500% of his salary in Company shares. However, best practice would be to set a clear time limit to meet this requirement. The introduced policy change for former Executive Directors to hold shares equivalent to 100% of current shareholding requirements for two full years following the date of their departure is welcomed.
Contracts: On recruitment, the Committee has the discretion to appoint external candidates for an Executive role with an initial notice period longer than one year (reducing to one year afterwards), which is contrary to best practice. On termination, there are concerns over the level of upside discretion granted to the Committee regarding the treatment of outstanding awards, under certain circumstances.
Rating: BDD.

Vote Cast: *Oppose* Results: For: 92.5, Abstain: 0.1, Oppose/Withhold: 7.4,

3. *Approve the Remuneration Report*
Disclosure: Disclosure is adequate.
Balance: The change in the CEO's salary is in line with the rest of the Company, as the CEO's salary increased by 4.9% while the salaries of UK-based employees rose by 5.9%, and when taking the average of all employees the increase is 10.9%. However, the CEO's salary is in the upper quartile of the Company's comparator group. Changes in the CEO's total remuneration over the past five years are not in line with changes in TSR during the same period. Awards granted under the LTIP are considered excessive, amounting to 482.6% of salary for the CEO. Total variable pay is also considered excessive, amounting to 524% of salary for the CEO. Such level of variable pay is considered gratuitously excessive, and far exceeds the recommended limit of 200% of salary. The ratio of CEO pay compared to average employee pay is not acceptable at 208:1, and significantly exceeds the recommended limit of 20:1.
Rating: AE.

Vote Cast: *Oppose* Results: For: 87.6, Abstain: 0.1, Oppose/Withhold: 12.3,

4. *Re-appoint KPMG LLP as the Company's auditors*
KPMG proposed. Non-audit fees represented 1.96% of audit fees during the year under review and 14.49% on a three-year aggregate basis. This level of non-audit fees does not raise serious concerns about the independence of the statutory auditor. However, it is noted that the auditor provided additional services in the form of remuneration consultancy work. The provision of such services is considered inappropriate and unnecessary, and compromises the auditor's independence. As such, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 99.0, Abstain: 0.1, Oppose/Withhold: 1.0,

6. *Re-elect Richard Burrows*
Chair. Independent upon appointment. The Chair's tenure exceeds nine years; it is considered that the Chair should rotate in this case. An oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 97.9, Abstain: 0.3, Oppose/Withhold: 1.8,

7. *Re-elect Sue Farr*
Independent Non-Executive Director. There are concerns over the director's potential aggregate time commitments. It is noted that she has a 75% rate of attendance at Board and Committee meetings (she missed 2 out of 10 Board meetings, 2 out of 7 Remuneration Committee meetings, and 2 out of 7 Nomination Committee meetings). An oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 98.7, Abstain: 0.1, Oppose/Withhold: 1.3,

9. *Re-elect Luc Jobin*
Non-Executive Director. Not considered independent as he served as the CEO of Imperial Tobacco Canada, a subsidiary of the Company, from 2003 to 2005, and was the Executive Vice President and Chief Financial Officer from 1998 to 2003. There is sufficient independent representation on the Board. However, he sits on the Audit Committee. The three principal Committees should be fully independent according to best practice guidelines. Therefore, an oppose vote is recommended.

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

10. *Re-elect Holly Keller Koeppel*
Non-Executive Director. She served on the Board of Directors of Reynolds American Inc. (RAI), which was acquired by British American Tobacco in 2017, from July 16, 2008 until the acquisition. She is therefore not considered independent owing to a tenure of over nine years, though there is sufficient independent representation on the Board. However, she Chairs the Audit Committee. The three principal Committees should be fully independent according to best practice guidelines. Therefore, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 97.4, Abstain: 0.2, Oppose/Withhold: 2.4,

11. *Re-elect Savio Kwan*
Independent Non-Executive Director. There are concerns over his aggregate time commitments. An abstain vote is recommended.

Vote Cast: *Abstain* Results: For: 98.7, Abstain: 0.6, Oppose/Withhold: 0.8,

12. *Re-elect Dimitri Panayotopoulos*
Independent Non-Executive Director. However, he is Chair of the Remuneration Committee. Given the excessiveness of the Company's remuneration during the year under review, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 97.9, Abstain: 0.1, Oppose/Withhold: 2.0,

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: 98.0, Abstain: 0.1, Oppose/Withhold: 1.9,

19. *Approve Political Donations*
Approval sought to make donations to political organisations and incur political expenditure not exceeding GBP100,000 in total. The Company did not make any political donations to European Union (EU) political organisations or incur EU political expenditure and has no intention either now or in the future of doing so. However, it is noted that RAI Companies reported political contributions totalling GBP3,718,540 (USD4,965,850) for the full year 2018 to US political organisations, non-federal-level political party committees and to campaign committees of various non-federal candidates, in accordance with their contributions programme. Donations to political organisations are not acceptable and are contrary to best practice. An oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 91.7, Abstain: 0.3, Oppose/Withhold: 7.9,

FDM GROUP (HOLDINGS) PLC AGM - 25-04-2019

2. *Approve the Remuneration Report*
Disclosure: Disclosure of elements of the Single Total Remuneration Table is considered acceptable. All share incentive awards are fully disclosed with award dates and prices.
Balance: The changes in CEO total pay are considered in line with changes in TSR during the same period. The CEO variable pay for the Year Under Review represents 144% of his salary, which is considered acceptable. The ratio of CEO pay compared to average employee pay is at 20:1 which is acceptable.
Rating: AD

Vote Cast: *Abstain* Results: For: 99.7, Abstain: 0.3, Oppose/Withhold: 0.0,

12. *Appoint the Auditors*
PwC proposed. Non-audit fees represented 5.14% of audit fees during the year under review and 9.46% 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. An abstain vote is recommended.

Vote Cast: *Abstain* Results: For: 99.7, Abstain: 0.3, Oppose/Withhold: 0.0,

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: 99.7, Abstain: 0.3, Oppose/Withhold: 0.0,

18. *Authorise Share Repurchase*
It is proposed to authorize 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: 99.7, Abstain: 0.3, Oppose/Withhold: 0.0,

ROTORK PLC AGM - 26-04-2019

8. *Re-elect PG Dilnot*
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: 98.4, Abstain: 0.3, Oppose/Withhold: 1.3,

13. *Approve the Remuneration Report*
Disclosure: All elements of the Single Total Remuneration Table are adequately stated. Next years fees and salaries are clearly stated. Performance conditions and targets for the Annual Bonus are adequately disclosed. The face value of all the outstanding share awards are fully disclosed. However, the performance targets attached to all these outstanding awards, including this year's grants, are not clearly stated which is not acceptable.
Balance: Changes in CEO in the last five years are considered in line with changes in TSR during the same period. The CEO's variable pay for the year under review is approximately 113.78% of base salary, which is considered acceptable. The ratio of CEO pay compared to average employee pay is not considered appropriate at 28:1.
Rating: BE

Vote Cast: *Oppose* Results: For: 98.3, Abstain: 0.0, Oppose/Withhold: 1.6,

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 transactions if such situation arises. As this is not the case, an oppose vote is therefore recommended.

Vote Cast: *Oppose* Results: For: 96.6, Abstain: 0.0, Oppose/Withhold: 3.4,

17. *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: 0.6,

20. *Approve New Long Term Incentive Plan*
The Board proposes the approval of a new long-term incentive plan. Under the plan, the CEO and other executives will be awarded rights to shares, a portion (or all) of which will vest depending on the achievement of some performance criteria. The performance condition for 2019 is assessed and weighted as follows: 33% of salary is based on relative TSR, 33% will be based on EPS growth and 33% will be based on a capital return measure (economic profit). The Remuneration committeee has the discretion to amend the targets applying to existing awards in exceptional circumstances providing new targets are no less challenging than originally envisaged. The Committee also has the power to adjust the number of shares subject to an award in the event of a variation in the capital of the Company. Clawback and malus may apply which is considered best practice. The performance period is three years plus a two a year holding period which is welcomed. The maximum LTIP award for CEO and CFO represent respectively 150% and 125 % of base salary.
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: 99.4, Abstain: 0.1, Oppose/Withhold: 0.5,

21. *Approve the Authorization to Grant Awards under the 2019 LTIP*
In line with the vote recommendation in resolution 20, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 99.4, Abstain: 0.1, Oppose/Withhold: 0.5,

ASTRAZENECA PLC AGM - 26-04-2019

5f. *Re-elect Graham Chipchase*
Senior Independent Director. Considered independent. The Company's remuneration during the year under review is considered excessive. As Chair of the Remuneration Committee, it is his responsibility to address such issues. An oppose vote is recommended

Vote Cast: *Oppose* Results: For: 95.4, Abstain: 1.9, Oppose/Withhold: 2.7,

5k. *Re-elect Marcus Wallenberg*
Non-Executive Director. Not considered independent as he is a Non-Executive Director and the former CEO of Investor AB, which has a 4.07% interest in the issued share capital of the Company. He has also served on the Board for over nine years. There is sufficient independent representation on the Board. However, there are concerns over his aggregate time commitments. Furthermore, he missed two out of thirteen Board meetings with no adequate justification provided. An oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 90.4, Abstain: 0.1, Oppose/Withhold: 9.6,

6. *Approve the Remuneration Report*
Disclosure is lacking as there is no full disclosure of targets for the PSP. 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 4.6%. However, the CEO's salary is in the upper quartile of the Company's comparator group. 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. PSP awards granted during the year under review are excessive, amounting to 500% of salary for the CEO. In addition, total variable pay for the year under review is highly excessive, amounting to 768% of salary for the CEO; it is recommended that total variable pay is limited to 200% of salary. The ratio of CEO pay compared to average employee pay is not acceptable at 53:1; it is recommended that the ratio does not exceed 20:1.
Rating: CE.

Vote Cast: *Oppose* Results: For: 94.3, Abstain: 1.6, Oppose/Withhold: 4.1,

7. *Approve Political Donations*
Proposal to make political donations to political parties and/or independent election candidates, political organisations other than political parties, and to incur political expenditure up to USD250,000 in total. The authority expires at the next AGM, however, it exceeds recommended limits. It is noted the Company does not have a policy of making donations to political parties in the European Union, and the Board has no intention of changing this policy. In spite of this policy, during the year under review, contributions, amounting to USD1,156,800, were made by the Group's US legal entities and were donated to national political organisations, state-level political party committees and to campaign committees of various state candidates. Donations to political organisations are inappropriate and is contrary to best practice. An oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 97.3, Abstain: 0.6, Oppose/Withhold: 2.1,

10. *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 a 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 transactions if such situation arises. As this is not the case, an oppose vote is therefore recommended.

Vote Cast: *Oppose* Results: For: 97.5, Abstain: 0.4, Oppose/Withhold: 2.2,

11. *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: 98.9, Abstain: 0.1, Oppose/Withhold: 1.0,

ALFA FINANCIAL SOFTWARE HOLDINGS PLC AGM - 26-04-2019

5. *Re-elect Andrew Page*
Executive Chairman. six month rolling contract. 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. Furthermore, it is considered that; when there is a controlling shareholder; the Chair should be independent in order to better protect the rights of the minority shareholders however in this case, the Chairman is connected to the controlling shareholder. An oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 95.5, Abstain: 4.2, Oppose/Withhold: 0.3,

12. *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 a 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 transactions if such situation arises. As this is not the case, an oppose vote is therefore recommended.

Vote Cast: *Oppose* Results: For: 95.5, Abstain: 4.2, Oppose/Withhold: 0.3,

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* Results: For: 95.6, Abstain: 4.2, Oppose/Withhold: 0.2,

FERGUSON PLC EGM - 29-04-2019

6. *Approve Ferguson Employee Share Schemes*
Approval sought for the adoption of the Ferguson Group Employee Share Purchase Plan 2019, the Ferguson Group International Sharesave Plan 2019 and the Ferguson Group Long Term Incentive Plan 2019, adopted by New Ferguson. Plans which are open to all employees on an equal basis and that have a strong participation rate are considered acceptable. While the Ferguson Group Employee Share Purchase Plan 2019 and the Ferguson Group International Sharesave Plan 2019 are aimed at employees, the Ferguson Group Long Term Incentive Plan 2019 appears to be aimed at Executive Directors. Under the Company's current remuneration policy the maximum opportunity of total variable pay is considered excessive. Moreover, on termination the Remuneration Committee can exercise discretion to dis-apply time pro-rating, which is considered inappropriate. In light of these concerns, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 94.9, Abstain: 0.3, Oppose/Withhold: 4.8,

JUST EAT PLC AGM - 01-05-2019

2. *Approve the Remuneration Report*
Overall disclosure is adequate. The changes in CEO total pay under the last four years are considered in line with changes in TSR during the same period. CEO's total variable pay for the year under review is acceptable at 118% of salary; however the CFO's variable pay is above the recommended limit of 200% of salary, amounting to 153% of salary. The ratio fo CEO pay compared to average employee pay is not acceptable at 40:1; it is recommended that the ratio does not exceed 20:1. The CEO's departing payments are not considered excessive. The Interim CEO's payments are acceptable.
Rating: AC

Vote Cast: *Abstain* Results: For: 98.6, Abstain: 0.2, Oppose/Withhold: 1.2,

13. *Re-appoint Deloitte LLP as Auditor of the Company*
Deloitte proposed. Non-audit fees were paid during the year under review and non-audit fees represented 16.25% 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.

Vote Cast: *Oppose* Results: For: 99.8, Abstain: 0.1, Oppose/Withhold: 0.1,

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 a 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 transactions if such situation arises. As this is not the case, an oppose vote is therefore recommended.

Vote Cast: *Oppose* Results: For: 99.3, Abstain: 0.1, Oppose/Withhold: 0.6,

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: 99.4, Abstain: 0.1, Oppose/Withhold: 0.5,

19. *Approve Political Donations*
Approval sought to make donations to political organisations and incur political expenditure not exceeding GBP105,000 in total. The Company did not make any political donations or incur any political expenditure and has no intention either now or in the future of doing so. The proposed limit is considered excessive. An abstain vote is recommended.

Vote Cast: *Abstain* Results: For: 99.0, Abstain: 0.1, Oppose/Withhold: 0.9,

LONDON STOCK EXCHANGE GROUP PLC AGM - 01-05-2019

3. *Approve the Remuneration Report*
Overall disclosure is satisfactory. The changes in the CEO's total remuneration over the past five years are in line with changes in TSR during the same period. However, the total variable pay for the year under review was overly excessive, amounting to 557.2% of salary. Additionally, the CEO's salary is in the upper quartile of a PIRC's comparator group which raises concerns over the excessiveness of his pay. The ratio of CEO pay compared to average employee pay is considered unacceptable at 28:1. It is also noted that the Group CEO, David Schwimmer was awarded a one-off payment of GBP1,050,000 in March 2019 to compensate for the forfeiture of his cash compensation for 2018 from his previous employer. The award amounts to approximately 325% of his salary which is considered to be overly excessive.
Rating: AE.

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

5. *Re-elect Paul Heiden*
Independent Non-Executive Director. It is noted that this director received a significant number of oppose votes at approximately 11.75% at the 2018 AGM which has not been adequately addressed. On this basis, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 99.5, Abstain: 0.0, Oppose/Withhold: 0.5,

9. *Re-elect Andrea Sironi*
Independent Non-Executive Director. This Director has an attendance record of less than 90% for both Board and Committee meetings which he was eligible to attend during the year. An oppose vote is therefore recommended.

Vote Cast: *Oppose* Results: For: 99.4, Abstain: 0.0, Oppose/Withhold: 0.6,

14. *Elect Don Robert*
Newly-appointed Chair. Independent upon appointment. However, Don Robert also chairs Experian Plc, another FTSE 100 company. It is considered that a chair cannot effectively represent two corporate cultures. On this basis, an oppose vote is therefore recommended.

Vote Cast: *Oppose* Results: For: 99.0, Abstain: 0.0, Oppose/Withhold: 1.0,

22. *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 transactions if such situation arises. As this is not the case, an oppose vote is therefore recommended.

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

23. *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: 0.7,

LANCASHIRE HOLDINGS LIMITED AGM - 01-05-2019

1. *Receive the Annual Report*
The Strategic Review is considered adequate. There are adequate environmental and employment policies in place. Quantified environmental data has been published. The Company also disclosed the proportion of women on the Board, in Executive Management positions and within the whole organisation. A Modern Slavery Act statement is published. 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* Results: For: 99.9, Abstain: 0.1, 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 transactions if such situation arises. As this is not the case, an oppose vote is therefore recommended.

Vote Cast: *Oppose* Results: For: 99.6, Abstain: 0.0, Oppose/Withhold: 0.4,

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: 99.9, Abstain: 0.1, Oppose/Withhold: 0.0,

HOWDEN JOINERY GROUP PLC AGM - 02-05-2019

2. *Approve the Remuneration Report*
Disclosure: All elements of the Single Total Remuneration Table are adequately disclosed and explained. Next year's salaries and fees for directors have been disclosed. Performance conditions and targets are adequately disclosed. Face values of all outstanding share awards are fully disclosed.
Balance: Changes in CEO under the last five years are considered in line with changes in TSR during the same period. The CEO's salary is in the median of PIRC's

comparator group. The CEO's variable pay for the Year Under Review is 11.86% of salary, which is not considered excessive as there was no LTIP paid to the CEO in the year under review. The ratio of the CEO pay compared to average employee pay is not considered appropriate at 26:1. In addition, the buy-out awards for Andrew Livingston are considered inappropriate.
Rating: AC.

Vote Cast: *Abstain* Results: For: 95.9, Abstain: 0.8, Oppose/Withhold: 3.3,

3. *Approve Remuneration Policy*
Disclosure: The Company provides a good disclosure as the pay policy aims and pay packages are fully explained, performance conditions are clearly stated.
Balance: Maximum potential award under all incentive plans is considered excessive at 470% of salary.There is an adequate deferral period for the Annual Bonus, which is welcomed. The performance period under the new Performance Share Plan (PSP) is not sufficiently long-term. However, there is a holding period of two years, which is best practice. Awards under the proposed plan are subject to one performance conditions which is not recommended as two performance conditions which work in interdependent manner is considered as best practice. Malus and clawback may apply for both Annual Bonus and PSP.
The Company states that the maximum potential award of 470% of salary can be achieved only in the case of an exceptional performance, the Remuneration Committee's flexibility to apply 200% of the salary to the Annual Bonus would only be applied in exceptional circumstances and that the largest shareholders would be notified in advance. The maximum of 270% under the PSP award was previously only applied when the associated PBT target range was 8%-20% p.a. – an exceptionally stretching target. Under the 2018 PSP award the associated target range was 5%-15% and the maximum opportunity was capped at 220%.
Contracts: On recruitment, The Committee's approach is to pay no more than the remuneration policy. On termination, the Company will not make any payments for loss of office. However, the remuneration committee may exercise its discretion to pay a bonus depending on the exact circumstances of the termination. Takeover provisions are not disclosed.
Rating: BDC

Vote Cast: *Oppose* Results: For: 97.0, Abstain: 0.1, Oppose/Withhold: 2.8,

6. *Re-elect Mark Allen*
Independent Non-Executive 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. A remuneration committee member who is an executive director elsewhere is considered likely to be a beneficiary of a defective remuneration scheme, as well as less likely in general to wish to see a reduction in executive remuneration. There is a perceived conflict as these individuals have a personal interest in maintaining the status quo in pay setting and pay levels in companies. An abstain vote is recommended.

Vote Cast: *Abstain* Results: For: 98.6, Abstain: 0.8, Oppose/Withhold: 0.6,

8. *Re-elect Geoff Drabble*
Independent Non-Executive 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. A remuneration committee member who is an executive director elsewhere is considered likely to be a beneficiary of a defective remuneration scheme, as well as less likely in general to wish to see a reduction in executive remuneration. There is a perceived conflict as these individuals have a personal interest in maintaining the status quo in pay setting and pay levels in companies. An abstain vote is recommended.

Vote Cast: *Abstain* Results: For: 98.6, Abstain: 0.8, Oppose/Withhold: 0.6,

14. *Reappoint Deloitte LLP as Auditors*
Deloitte proposed. Non-audit fees represented 0.00% of audit fees during the year under review and 7.14% 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: 98.2, Abstain: 0.1, Oppose/Withhold: 1.7,

18. *Approve New Long Term Incentive Plan*
The Board proposes the approval of a new long-term incentive plan. Under the plan, the CEO and other executives will be awarded rights to shares, a portion (or all) of which will vest depending on the achievement of some performance criteria. All LTIP awards granted to Executive Directors will be subject to performance conditions, with a performance period of not less than three financial years.The Committee may change a performance condition, in accordance with its terms or if anything happens which causes the Committee to reasonably consider it appropriate to do so.
LTIP schemes are not considered an effective means of incentivizing 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. Opposition is recommended.

Vote Cast: *Oppose* Results: For: 97.8, Abstain: 0.0, Oppose/Withhold: 2.2,

20. *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: 99.1, Abstain: 0.0, Oppose/Withhold: 0.8,

JAMES FISHER AND SONS PLC AGM - 02-05-2019

2. *Approve the Remuneration Report*
Overall disclosure is adequate. The change in the CEO's salary is not considered to be in line with the rest of the Company as the CEO's salary increased by 10.1% while average employee salary rose by 5.4%. The difference is considered too great between the changes in salaries. The changes in CEO pay over the last five years are not considered to be in line with changes in TSR during the same period. Total variable pay for the year under review is considered excessive at 263.7% of salary; it is recommended that total variable pay is limited to 200% of salary. The ratio of CEO pay compared to average employee pay is not accepteble at 22:1; it is recommended that the ratio does not exceed 20:1.
Rating: AD.

Vote Cast: *Oppose* Results: For: 47.9, Abstain: 50.0, Oppose/Withhold: 2.1,

4. *Re-elect Mr M S Paul*
Chair. Independent upon appointment. It is noted that there is currently insufficient female representation on the board and no target has been set. As Chair of the

Nomination Committee, PIRC would expect to see a target to improve female representation.

Vote Cast: *Oppose* Results: For: 48.3, Abstain: 50.0, Oppose/Withhold: 1.7,

12. *Re-appoint KPMG LLP as Auditor of the Company*
KPMG proposed. There were no non-audit fees for the year under review and non-audit fees represented 19.74% 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. However, 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: 48.5, Abstain: 50.0, Oppose/Withhold: 1.5,

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 a 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 transactions if such situation arises. As this is not the case, an oppose vote is therefore recommended.

Vote Cast: *Oppose* Results: For: 45.8, Abstain: 50.0, Oppose/Withhold: 4.2,

17. *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: 49.3, Abstain: 50.0, Oppose/Withhold: 0.7,

19. *Adopt New Articles of Association*
It is proposed to adopt new articles of association (the New Articles) in order to update the current articles of association (the Current Articles) primarily to take account of changes to the UK Corporate Governance Code and developments in market practice since the articles were last refreshed in 2009. The following changes will be introduced:
(i) retirement of directors - all directors will be subjected to annual re-election; (ii) the New Articles replace the requirement in the Current Articles to place notices in newspapers with a requirement that the Company must send a notice to the last registered address of the shareholder stating that it intends to sell the shares, if there is no claim during a period of two years from the date on which the relevant shares are sold, the net proceeds of the sale will be forfeited and will belong to the Company; (iii) payment of dividends - the New Articles permit the Directors to decide which payment method is to be used on any particular occasion; (iv) directors' fees - the New Articles provide for Non Executive Directors' fees up to an aggregate of GBP1,000,000 per annum; (v) vacation of office of director - the updated wording applies a test of whether in the opinion of a medical practitioner the Director is rendered incapable by his illness of acting as a Director for more than three months; (vi) administration of proxy appointments - the New Articles allow the Directors some flexibility to treat as valid a proxy appointment that does not comply with all technical requirements of the articles; (vii) voting on a show of hands - the New Articles amend the Current Articles to reflect what is written in the Companies Act 2006 which provides that, subject to a company's articles, each proxy appointed by a member has one vote on a show of hands; (viii) voting in accordance with instructions - the New Articles contain a provision stating that the Company is not obliged to check whether a proxy or corporate representative has voted in accordance with a member's instructions;

(ix) adjournments for lack of quorum - the New Articles reflect the requirement under the Companies Act 2006, that general meetings adjourned for lack of quorum must be held at least 10 clear days after the original meeting; (x) shareholder communications - the New Articles provide that a member ceases to be entitled to receive communications from the Company if, on two consecutive occasions, notices, documents or information have been sent or supplied to that member and returned undelivered, and also updates the process, which includes the Company advertising that general meeting on its website and in at least one national newspaper.
Most of the amendments do not raise any significant governance concerns. However, the aggregate limit for Non-Executive Directors' fees raises some concerns, as there is no disclosure regarding the previous limit therefore not allowing for a proper assessment of whether the increase is considered excessive. In addition, there will be significant headroom under the proposed limit, and the Company has not provided an adequate justification for why such level of headroom is necessary. In light of this concern an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 48.4, Abstain: 50.0, Oppose/Withhold: 1.6,

ROLLS-ROYCE HOLDINGS PLC AGM - 02-05-2019

2. *Approve the Remuneration Report*
Overall disclosure is adequate. The CEO's salary did not change, however average UK employee pay fell by 2.06%. The CEO's salary is in the upper quartile of the Company's comparator group. The changes in CEO pay over the last five years are not considered to be in line with the Company's TSR performance over the same period. Total variable pay is excessive at 291% of salary; it is recommended that total variable pay is limited to 200% of salary. 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: AE.

Vote Cast: *Oppose* Results: For: 96.4, Abstain: 0.4, Oppose/Withhold: 3.2,

7. *Re-elect Ruth Cairnie*
Independent Non-Executive Director. Chair of the Remuneration Committee. The Company's remuneration for the year under review was considered excessive. As Chair of the Committee, she harbours the responsibility to address such issues. An oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 97.7, Abstain: 0.2, Oppose/Withhold: 2.1,

22. *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: 99.0, Abstain: 0.4, Oppose/Withhold: 0.6,

UNILEVER PLC AGM - 02-05-2019

1. *Receive the Annual Report*
Strategic report meets guidelines. Adequate employment and environmental policies are in place and relevant, up-to-date, quantified, environmental reporting is disclosed. The Company also disclosed the proportion of women on the Board, in Executive Management positions and within the whole organisation. Dividends have been declared for the year under review, however, the Company has not put any to shareholders' vote. An oppose vote is therefore recommended.

Vote Cast: *Oppose* Results: For: 99.1, Abstain: 0.2, Oppose/Withhold: 0.7,

2. *Approve the Remuneration Report*
Overall disclosure is adequate. The Company reports that the CEO's salary rose by 11.3% and the salaries of UK and Dutch Management increased by 8%. However, this is not considered to be an appropriate comparator with the rest of the Company, and when looking at employee salaries holistically the increase is only 3%, making the CEO's change in salary excessively out of line with the rest of the Company. In addition, the CEO's salary is in the upper quartile of the Company's comparator group. 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. However, awards granted are considered highly excessive at EUR8,030,145, amounting to approximately 500% of salary. Furthermore, total variable pay for the year under review is considered inappropriately excessive at approximately 596% of salary. This is worsened by the CEO's salary being in the upper quartile of the Company's comparator group, as well as the inappropriate difference between the change in CEO salary compared to average employee pay, further compounded by the CEO to average employee pay ratio, which currently stands at 120:1.
Rating: AE.

Vote Cast: *Oppose* Results: For: 94.5, Abstain: 1.2, Oppose/Withhold: 4.3,

3. *Re-elect Mr N S Andersen*
Independent Non-Executive Director. However, there are concerns over the director's potential aggregate time commitments.

Vote Cast: *Abstain* Results: For: 99.0, Abstain: 0.8, Oppose/Withhold: 0.2,

5. *Re-elect Mr V Colao*
Independent Non-Executive Director. Chair of the Remuneration Committee. The Company experienced excessively high remuneration, in spite of measures taken to address shareholder concerns. Due to the excessiveness of the Company's remuneration, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 96.5, Abstain: 1.7, Oppose/Withhold: 1.9,

7. *Re-elect Dr J Hartmann*
Independent Non-Executive Director. There are concerns over the Directors aggregate time commitments. Furthermore, this director has failed to attend 100% of Board and Committee meetings for which she were eligible. On this basis, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 96.9, Abstain: 0.2, Oppose/Withhold: 2.9,

14. *Re-elect Mr F Sijbesma*
Independent Non-Executive Director. However, there are concerns over the director's potential aggregate time commitments.

Vote Cast: *Abstain* Results: For: 98.8, Abstain: 0.8, Oppose/Withhold: 0.5,

22. *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 a 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 transactions if such situation arises. As this is not the case, an oppose vote is therefore recommended.

Vote Cast: *Oppose* Results: For: 97.4, Abstain: 0.2, Oppose/Withhold: 2.5,

23. *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: 98.9, Abstain: 0.2, Oppose/Withhold: 1.0,

BARCLAYS PLC AGM - 02-05-2019

1. *Receive the Annual Report*
Strategic report meets guidelines. Adequate employment and environmental policies are in place and relevant, up-to-date, quantified, environmental reporting is disclosed. The Company also disclosed the proportion of women on the Board, in Executive Management positions and within the whole organisation. The dividend has not been put forward for shareholder approval. Barclays' dividend per share stands at GBP6.5p. The vote by shareholders on the dividend, on unqualified accounts, discharges the duties of the directors in tandem with the legal responsibilities of the auditors, and reaffirms the necessity of reliably audited accounts for financial governance to function properly. It is recommended for shareholders to oppose.

Vote Cast: *Oppose* Results: For: 97.8, Abstain: 0.7, Oppose/Withhold: 1.4,

2. *Approve the Remuneration Report*
Overall disclosure is adequate. The CEO's salary did not change while average employee pay (based on UK employees) rose by 2%. The changes in CEO pay over the last five years are not considered in line with the changes in TSR performance over the same period. Total variable pay for the year under review was not excessive, amounting to 45% of salary for the CEO, and 96% of salary for the FD. The ratio of CEO pay compared to average employee pay is not acceptable at 34:1. The CEO's salary is in the upper quartile of the Company's comparator group.
Rating: AD.

Vote Cast: *Oppose* Results: For: 68.2, Abstain: 3.7, Oppose/Withhold: 28.1,

5. *Re-elect Mike Ashley*
Non-Executive Director. Not considered independent as is he has a recent past material connection with the current auditor: former Partner of KPMG as well as Head of Quality and Risk Management of KPMG Europe. He is also Chair of the Audit Committee, which is considered inappropriate. An oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 90.7, Abstain: 7.7, Oppose/Withhold: 1.6,

9. *Re-elect Crawford Gillies*
Senior Independent Director. Considered independent. However he is Chair of the Remuneration Committee which appointed the immediate former auditors, PwC as its remuneration consultant. It is considered that committees should receive independent advice. An oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 87.7, Abstain: 0.4, Oppose/Withhold: 11.8,

14. *Re-appoint KPMG LLP, as Auditor of the Company*
KPMG proposed. Non-audit fees represented 5.00% of audit fees during the year under review and 6.72% on a three-year aggregate basis. This level of non-audit fees does not raise serious concerns about the independence of the statutory auditor. However, the re-appointment of KPMG raises concerns as the Chair of the Audit committee, Mr Ashley, is a former employee of the firm.

Vote Cast: *Oppose* Results: For: 98.1, Abstain: 0.4, Oppose/Withhold: 1.5,

16. *Approve Political Donations*
The proposed authority is subject to an overall aggregate limit on political donations and expenditure of £150,000. The Company did not make any political donations or incur any political expenditure and has no intention either now or in the future of doing so. However, the aggregate total amount exceeds recommended limits. It is also noted that Barclays provides administrative support to a federal Political Action Committee (PAC) in the US funded by the voluntary political contributions of eligible employees. Although the PAC is not controlled by Barclays, and all decisions regarding the amounts and recipients of contributions are directed by a steering committee comprising employees eligible to contribute to the PAC, such support is considered inappropriate.

Vote Cast: *Oppose* Results: For: 89.5, Abstain: 7.8, Oppose/Withhold: 2.7,

19. *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 transactions if such situation arises. As this is not the case, an oppose vote is therefore recommended.

Vote Cast: *Oppose* Results: For: 96.3, Abstain: 0.4, Oppose/Withhold: 3.3,

20. *Issue Equity Conversion Notes*
Authority is sought to allot shares and grant rights to subscribe for or to convert any security into ordinary shares in the Company up to an aggregate nominal amount of GBP825,000,000, representing approximately 19.26% of the Company's issued ordinary share capital as at 7 March 2019, such authority to be exercised in connection

with the issue of Equity Conversion Notes (ECNs). The authority expires at the next AGM. The Company explains that this resolution is a recurring resolution at its AGM and will be used to comply or maintain compliance with regulatory capital requirements or targets applicable to the Group.
The use of Contingent Convertible Securities or CoCos is not considered appropriate as they put investors at significant risk of dilution in the event that conversion occurs. CoCos are relatively new instruments and there are concerns that CoCos may create a situation which whilst converting some debt to equity actually disincentivises equity investors from putting more new funds in to banks via rights issues, due to the dilutive effect of the conversion taking away much, or some, of the premium that would ordinarily accrue to shareholders. Recent events at Deutsche Bank has led to others voicing their concerns about the destabilising effect of CoCos on both the CoCo price and the share price. Based on these concerns, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 92.4, Abstain: 0.4, Oppose/Withhold: 7.2,

21. *Issue Equity Conversion Notes on a non pre-emptive basis*
Authority to allot ECNs, or shares issued upon conversion or exchange of ECNs, for cash up to an aggregate nominal amount of GBP825,000,000, representing approximately 19.26% of the Company's issued ordinary share capital as at 7 March 2019. This authority is supplementary to Resolution 20, giving the company the additional flexibility to offer ECNs without first offering them to existing shareholders and will expire at next AGM. In line with the voting recommendation in resolution 20, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 91.8, Abstain: 0.5, Oppose/Withhold: 7.8,

22. *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: 90.8, Abstain: 0.6, Oppose/Withhold: 8.6,

24. *Shareholder Proposal: Elect Edward Bramson*
Sherborne Investors (the Shareholder), a New York based investment firm with a shareholding of 5.39% (as of 19 February 2019) in the Company, has requisitioned a resolution to appoint Edward Bramson, the Partner and Portfolio Manager of Sherborne, as a Director of the Company.

Requisitioning Shareholder's Rationale: The Shareholder believes that the management of Barclays plc has been pursuing a flawed strategy which is exemplified by the performance of the Company's Corporate and Investment Bank (CIB) division. The Shareholder believes that this strategy has left Barclays in a position weaker than before, and that the current strategy is not placing the Company in a strong position to optimise profitability due to a lack of return in the CIB. The Shareholder considers the structural problems to originate at the Board level and is at the heart of what is considered to be a failing strategy. The Shareholder emphasises that the responsibility for the misalignment of strategy with the interests of shareholders is ultimately the Board's responsibility as they set the strategy.

Response from the Board of Barclays: The Board believes that the presence of Mr. Bramson on the Board would be detrimental to the Company and result in significant disruption to the Group at a time when the focus should be on executing strategy and on plans to improve performance beyond current levels, allowing for continued increased returns to shareholders. In response to the Shareholder's view that the current strategy is failing, the Board states that the strategy set out in March 2016 is starting to deliver and has resulted in an improved underlying performance in 2018. The Board further states, with regard to the Shareholder's intention of scaling back the Company's Investment Bank franchise, that the Board has previously assessed this proposition and is of the view that it would destroy shareholder value, would return the Group to a multi-year period of restructuring and uncertainty and would significantly impact ability to deliver enhanced returns to shareholders. Upon engagement the Company emphasises that it acknowledges past issues, and states that it intends to bring about significant changes to the Board in order to better position the Company to execute its strategy. The Company believes that by making certain changes, such as reducing the size of the Board as well as recruiting directors with more relevant experience, the Company will be able to create long-term value.

Recommendation: The Requisitioning Shareholder has provided a detailed account of the intention behind the proposal. Concerns have been raised over the returns of Barclay's Investment Bank franchise as well as its current strategy. In its response to this proposal the current Barclays Board has not provided sufficient evidence that it takes accountability for the lack of progress in turning performance around. Accusations that the election of Mr Bramson would lead to a de-stabilisation of the 'Board team', ring somewhat hollow when the bank's board has been unsatisfactory for a number of years, particularly when Mr Diamond was running the investment bank, and then as the group Chief Executive. In short, weak returns, particularly from the CIB, weak governance and judgement by the Board on previous appointments and an inconsistent strategic focus lead us to recommend Abstention on this proposal. This voting recommendation is intended to challenge the Board to do better for shareholders over the coming year. We understand that new board appointments are being considered. Until there is clarity on who those people will be and without improved performance, effective Board replenishment and sharpened strategic focus, Mr Bramson, or another candidate may be a more attractive option in 2020.

Vote Cast: *Abstain* Results: For: 12.5, Abstain: 2.6, Oppose/Withhold: 84.9,

ULTRA ELECTRONICS HOLDINGS PLC AGM - 03-05-2019

2. *Approve the Remuneration Report*
Disclosure: All elements of each director's cash remuneration and pension contribution are disclosed All share incentive awards are fully disclosed with award dates and prices. Information concerning the determination of non-executive directors' fees is disclosed. Future performance conditions and past targets for annual bonus are stated. Vesting scale for long term incentive scheme is clear. The Company has not disclosed the nature of adjusted metrics.
Balance: The CEO's salary is considered to be in the lower quartile of PIRC's comparator group which is acceptable. Also, the ratio of CEO pay compared to average employee pay has been estimated and is found to be acceptable at 13:1 which is welcome. However, 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 CEO's bonus amounts to approximately 88.5% of his base salary which is considered acceptable. However, the CEO was awarded an LTIP of approximately 325% of his salary which is considered excessive.
Rating: AC

Vote Cast: *Abstain* Results: For: 98.5, Abstain: 0.7, Oppose/Withhold: 0.8,

8. *Re-elect Sir Robert Walmsley*
Senior Independent Director. Not considered independent owing to a tenure of over 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: 97.1, Abstain: 1.5, Oppose/Withhold: 1.4,

12. *Re-appoint Deloitte as Auditors*
Deloitte proposed. Non-audit fees represented 1.07% of audit fees during the year under review and 59.20% 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.

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

16. *Issue Shares for Cash for the Purpose of Financing an Acquisition or Other Capital Investment*
It is noted that there was a significant level of oppose votes to this resolution at approximately 11.18% at the 2018 AGM. In addition, 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 transactions if such situation arises. As this is not the case, an oppose vote is therefore recommended.

Vote Cast: *Oppose* Results: For: 87.0, Abstain: 0.0, Oppose/Withhold: 13.0,

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: 0.1, Oppose/Withhold: 0.7,

CAPITAL & COUNTIES PROPERTIES PLC AGM - 03-05-2019

3. *Re-elect Henry Staunton*
Newly-appointed Chair. However, he also chairs WH Smith Plc, a FTSE 250 company. It is considered that a chair cannot effectively represent two corporate cultures. Additionally, the Board lacks sufficient female representation and no statement has been made in the report regarding the Company's plans to address this imbalance. On these basis, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 94.8, Abstain: 0.1, Oppose/Withhold: 5.1,

12. *Re-appoint PricewaterhouseCoopers LLP as the Auditors*
PwC proposed. Non-audit fees represented 84.43% of audit fees during the year under review and 60.44% 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 five years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor.

Vote Cast: *Oppose* Results: For: 98.8, Abstain: 0.1, Oppose/Withhold: 1.1,

14. *Approve the Remuneration Report*
Overall disclosure is considered adequate. The changes in the CEO pay over the last five years are in line with the Company's TSR performance over the same period. The CEO to average employee pay ratio stands at 5:1 which is considered acceptable. Also, the CEO's variable pay is not considered excessive at approximately 35.76% of salary. However, the CEO's salary is in the upper quartile of the Company's comparator group which raises concerns regarding the excessiveness of his pay. Additionally, the CEO was granted LTIP of approximately 350% of his salary which is considered excessive.
Rating: AC.

Vote Cast: *Abstain* Results: For: 80.5, Abstain: 0.4, Oppose/Withhold: 19.1,

15. *Issue Shares with Pre-emption Rights*
The authority is limited to one third of the Company's issued share capital. This cap can increase to two-thirds of the issued share capital if shares are issued in connection with an offer by way of a rights issue. All directors are standing for annual re-election. This resolution is in line with normal market practice. However, there was a significant number of oppose votes on this resolution at approximately 30.17% at the 2018 AGM which has not been adequately addressed. On this basis, opposition is recommended.

Vote Cast: *Oppose* Results: For: 64.5, Abstain: 0.1, Oppose/Withhold: 35.4,

16. *Issue Shares for Cash*
Authority is limited to 5% of the Company's issued share capital and will expire at the next AGM. This is within acceptable limits. However, there was a significant number of oppose votes on this resolution at approximately 11.49% at the 2018 AGM which has not been adequately addressed. On this basis, opposition is recommended.

Vote Cast: *Oppose*

17. *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: 97.1, Abstain: 0.1, Oppose/Withhold: 2.8,

MERLIN ENTERTAINMENTS PLC AGM - 03-05-2019

3. *Approve the Remuneration Report*
Overall disclosure is adequate. The change in the CEO's salary is in line with the rest of the Company, as the salary change for both the CEO and employees was a 2% increase. Total variable pay for the year under review was not excessive, amounting to 120.24% of salary. However, changes in the CEO's total remuneration over the past four years are not in line with changes in TSR during the same period. The ratio of CEO pay compared to average employee pay is not acceptable, standing at 70:1.
Rating: AC.

Vote Cast: *Abstain* Results: For: 97.1, Abstain: 0.1, Oppose/Withhold: 2.8,

13. *Appoint the Auditors*
KPMG proposed. Non-audit fees represented 31.58% of audit fees during the year under review and 33.96% on a three-year aggregate basis. This level of non-audit fees raises some 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 recommeded.

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

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: 98.4, Abstain: 0.0, Oppose/Withhold: 1.6,

19. *Authorise Share Repurchase*
The authority is limited to 0.75 % 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: 99.9, Abstain: 0.0, Oppose/Withhold: 0.1,

4IMPRINT GROUP PLC AGM - 07-05-2019

2. *Approve the Remuneration Report*
The change in the CEO's salary is in line with the rest of the Company, as both the CEO's salary and employee pay increased by 3%. The CEO's salary is in the lower quartile of the Company's comparator group. Changes in the CEO's realised pay over the last five years are considered to be in line with Company's financial performance over the same period. Total variable pay is acceptable at 99.3% of salary. The ratio of CEO pay compared to average employee pay is acceptable at 18:1. However, disclosure is substandard, as performance conditions and targets are not adequately disclosed.
Rating: CA.

Vote Cast: *Abstain* Results: For: 96.7, Abstain: 1.5, Oppose/Withhold: 1.8,

4. *Re-elect Charles John Brady*
Independent Non-Executive Director. However, there is no female representation on the Board and no target has been set to add female representation to the Board. In addition, at last year's AGM the remuneration policy received significant opposition from shareholders (13.91%), which was not addressed. As Chair of the

Remuneration Committee, Mr Brady harbours the responsibility to address shareholder concerns regarding remuneration. In light of the above concerns, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 93.8, Abstain: 0.0, Oppose/Withhold: 6.2,

6. *Re-elect Paul Stephen Moody*
Chair. Independent upon appointment. There are concerns over the director's potential aggregate time commitments. In addition, the Company's sustainability policies are not considered adequate. As there is no Sustainability Committee, 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: 98.5, Abstain: 0.0, Oppose/Withhold: 1.5,

7. *Re-elect Andrew James Scull*
Corporate Services Director and Legal Counsel. 12 months rolling contract. The General Counsel is an officer of the Company with all of the responsibilities that attach to that status. The holder of the post is often seen as the guardian of governance and an independent adviser to the Board. For this reason, it is considered a conflict of interest for a person to serve the company secretarial function and serve another position on the Board. An abstain vote is recommended.

Vote Cast: *Abstain* Results: For: 98.5, Abstain: 1.5, Oppose/Withhold: 0.0,

14. *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: 0.0, Oppose/Withhold: 1.5,

ASCENTIAL PLC AGM - 08-05-2019

2. *Approve the Remuneration Report*
Overall disclosure is adequate. The change in the CEO's salary is in line with the rest of the Company, as the CEO's salary increased by 5.1% while average employee pay rose 6.5%. Total variable pay for the year under review was excessive, amounting to 311% of salary for the CEO; it is recommended that total variable pay is limited to 200% of salary. The ratio of CEO pay compared to average employee pay is acceptable at 10:1. The change in the CEO's total remuneration is not considered to be in line with the change in TSR over the year under review.
Rating: AD.

Vote Cast: *Oppose* Results: For: 98.7, Abstain: 0.1, Oppose/Withhold: 1.2,

5. *Re-elect Scott Forbes*
Incumbent Chair. Independent upon appointment. However, there are concerns over his aggregate time commitments. Furthermore, he is also Chair of Rightmove

Group plc, a FTSE 350 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. In addition, there are concerns over the Company's sustainability policies and practice. The Chair of the Board is considered accountable for the Company's Sustainability programme. An oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 91.6, Abstain: 3.2, Oppose/Withhold: 5.1,

7. *Re-elect Paul Harrison*
Independent Non-Executive Director. However, there are concerns over a potential conflict of interest between his role as an Executive in a listed company (CFO of Just Eat plc) and membership of the Remuneration Committee. An abstain vote is recommended.

Vote Cast: *Abstain* Results: For: 96.9, Abstain: 0.6, Oppose/Withhold: 2.5,

11. *Re-appoint KPMG LLP as Auditor of the Company*
KPMG proposed. Non-audit fees represented 14.29% of audit fees during the year under review and 5.00% 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* Results: For: 99.4, Abstain: 0.6, Oppose/Withhold: 0.0,

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 a 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: 97.2, Abstain: 0.0, Oppose/Withhold: 2.8,

17. *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: 99.0, Abstain: 0.4, Oppose/Withhold: 0.6,

RENTOKIL INITIAL PLC AGM - 08-05-2019

2. *Approve the Remuneration Report*
Overall disclosure is considered adequate. The change in CEO total pay over the last five years is not in line with the change in TSR over the same period. the CEO's

total variable pay for the year under review is considered excessive, amounting to 451.8% of salary. However, the CEO's salary is in the median of PIRC's comparator group. The ratio of CEO pay compared to average employee pay is not acceptable at 56:1.
Rating: BD.

Vote Cast: *Oppose* Results: For: 94.8, Abstain: 0.1, Oppose/Withhold: 5.1,

12. *Re-appoint KPMG LLP as Auditors*
KPMG proposed. Non-audit fees represented 3.85% of audit fees during the year under review and 10.53% 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: 99.4, Abstain: 0.0, Oppose/Withhold: 0.6,

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: 97.9, Abstain: 0.1, Oppose/Withhold: 2.0,

17. *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: 0.2, Oppose/Withhold: 0.6,

STANDARD CHARTERED PLC AGM - 08-05-2019

3. *Approve the Remuneration Report*
Disclosure: Overall disclosure is adequate, however dividend accrual is not separately categorised.
Balance: The CEO's salary did not change while employee pay rose by 6%. The CEO's salary is in the median of the Company's comparator group. The changes in CEO pay over the last five years are not considered in line with the Company's TSR performance over the same period. The Fixed Pay Allowance (FPA), which amounts to 100% of salary for the CEO, is considered excessive and unnecessary. With reference to salary, the CEO's LTIP award is equivalent to 288% of salary, which is deemed excessive. The total variable remuneration rewarded to the CEO in the year under is excessive at 259%; total variable pay should be limited to 200% of salary. Finally, the ratio of CEO to average employee pay is considered excessive at 79:1; the ratio should not exceed 20:1.
Rating: AE.

Vote Cast: *Oppose* Results: For: 88.6, Abstain: 0.7, Oppose/Withhold: 10.7,

4. *Approve Remuneration Policy*

Proposed Policy Changes: Simplified fixed pay structure combining salary and fixed pay allowances (FPA) into 'total salary' delivered as a combination of cash and shares; for future directors; the pension contribution will be set at 10% of total salary in line with the pension contribution rate for all employees in the UK; increased shareholding requirements to 250% of total salary for the Group Chief Executive and 200% of total salary for the Group Chief Financial Officer; new post-employment shareholding requirement of 100% of the shareholding requirement in place for one year and 50% of the requirement in place in the second year following cessation of employment.
Disclosure: Overall disclosure is satisfactory.
Balance: There is also no cap on maximum benefits. Maximum pension contributions are considered excessive for current directors (appointed before 2019). The maximum value of an annual incentive award granted to any executive director cannot exceed 80 per cent of that executive director's fixed pay. Under regulations, the proportion of variable remuneration that is deferred must be no less than 60 per cent which is to vest pro-rata over years three to seven after award. The performance metrics are not operating interdependently, such that vesting under the incentive plan is only possible where all threshold targets are met. The performance period for the LTIP is three years however under the remuneration regulations, deferred remuneration vests no faster than pro rata over years three to seven after award. Executives will receive total salary delivered part in cash and part in shares to be released over five years. There is no time-frame set for Executives to build up the required shareholding.
Contracts: The Company has set criteria with regard to the dis-application of proration of awards on termination of employment. However, despite the changes the potential use of upside discretion is considered inappropriate.
Rating: BEC

Vote Cast: *Oppose* Results: For: 62.3, Abstain: 2.4, Oppose/Withhold: 35.3,

5. *Elect Carlson Tong*

Newly appointed Non-Executive Director. Not considered independent as he worked for KPMG, the Company's current auditor, for over 30 years, and retired in 2011. KPMG was appointed in 1990. In addition, he is a member of the Audit Committee, which is considered an inappropriate decision, given his long-standing history with the audit firm. An oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 99.2, Abstain: 0.0, Oppose/Withhold: 0.8,

10. *Re-elect Christine Hodgson*

Senior Independent Director. Considered independent. However, she is Chair of the remuneration committee, and the Company's remuneration for the year under review is considered excessive. In addition, it is considered that the remuneration policy put forward for shareholder approval at this year's AGM provides the opportunity for excessive remuneration. In light of these concerns, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 92.1, Abstain: 0.0, Oppose/Withhold: 7.9,

17. *Re-appoint KPMG LLP as Auditor to the Company*

KPMG proposed. Non-audit fees represented 2.86% of audit fees during the year under review and 8.01% on a three-year aggregate basis. This level of non-audit fees does not raise serious concerns about the independence of the statutory auditor. However, 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 is a connection between one of the Directors on the Audit Committee and KPMG, further compromising the auditor.

Vote Cast: *Oppose* Results: For: 98.1, Abstain: 0.1, Oppose/Withhold: 1.9,

21. *Extend the Authority to Allot Shares to Include the Shares Repurchased by the Company*
It is proposed to extend the authority to issue shares for cash up to 10% of the issued share capital (as permitted by Hong-Kong Listing Rules and which is included in the resolution 20) by authorising the Board to issue shares repurchased by the Company under resolution 26. This represents an additional 10% of the issued share capital and is considered excessive. It is noted that this extension would not result in the authority to allot shares or grant rights to subscribe for or convert securities into shares pursuant to resolution 20 exceeding two-thirds of the issued share capital. The authority and limits given through resolution 20 are considered sufficient and an oppose vote is therefore recommended.

Vote Cast: *Oppose* Results: For: 97.4, Abstain: 0.1, Oppose/Withhold: 2.5,

22. *Allot Shares in Relation to any Issue of Equitable Convertible Additional Tier 1 Securities*
Authority to allot Equity Convertible Additional Tier 1 Securities (ECAT1s), or shares issued upon conversion or exchange of ECAT1s, up to an aggregate nominal amount of USD330,996,724 (or 661,993,448 shares), representing approximately 20% of the Company's issued ordinary share capital. This authority expires at next AGM.
The use of Contingent Convertible Securities or CoCos is not considered appropriate as they put investors at significant risk of dilution in the event that conversion occurs. CoCos are relatively new instruments and there are concerns that CoCos may create a situation which whilst converting some debt to equity actually disincentivises equity investors from putting more new funds in to banks via rights issues, due to the dilutive effect of the conversion taking away much, or some, of the premium that would ordinarily accrue to shareholders. Recent events at Deutsche Bank has led to others voicing their concerns about the destabilising effect of CoCos on both the CoCo price and the share price. Based on these concerns, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 98.6, Abstain: 0.0, Oppose/Withhold: 1.4,

24. *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 a 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: 95.9, Abstain: 0.0, Oppose/Withhold: 4.1,

25. *Issue Shares for Cash in Relation to any Issue of Equitable Convertible Additional Tier 1 Securities*
Authority to allot Equity Convertible Additional Tier 1 Securities ECAT1s, or shares issued upon conversion or exchange of ECAT1s, for cash up to 20% of the Company's issued ordinary share capital. This authority expires at next AGM. In line with the vote recommendation for resolution 22, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 96.7, Abstain: 0.0, Oppose/Withhold: 3.2,

26. *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: 99.0, Abstain: 0.1, Oppose/Withhold: 0.9,

JOHN WOOD GROUP PLC AGM - 09-05-2019

3. *Approve the Remuneration Report*
Overall disclosure is adequate. The change in the CEO's salary is not in line with the rest of the Company, as the CEO's salary increased by 15% while average UK employee pay rose by just 2%. The CEO's salary is in the median of the Company's comparator group. The changes in CEO pay over the last five years are not considered in line with the changes in the Company's TSR performance over the same period. Total variable pay for the year under review consisted only of the annual bonus and is acceptable at 154.8% of salary. The ratio of CEO pay compared to average employee pay is not acceptable at 28:1; it is recommended that the ratio does not exceed 20:1.
Rating: AD.

Vote Cast: *Oppose* Results: For: 81.0, Abstain: 0.9, Oppose/Withhold: 18.0,

4. *Re-elect Ian Marchant*
Chair. Independent upon appointment. However, this director is no longer considered independent owing to a tenure of over nine years. However, the Company states that Mr Marchant intends to resign within the next twelve months and that the search for a successor is underway.

Vote Cast: *Abstain* Results: For: 91.8, Abstain: 0.3, Oppose/Withhold: 7.9,

6. *Re-elect Jann Brown*
Independent Non-Executive Director. There are concerns over the Directors aggregate time commitments. Furthermore, this director has failed to attend 100% of Board and Committee meetings for which they were eligible. On this basis, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 87.9, Abstain: 0.0, Oppose/Withhold: 12.1,

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 a 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: 90.4, Abstain: 0.0, Oppose/Withhold: 9.6,

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: 99.6, Abstain: 0.0, Oppose/Withhold: 0.4,

RECKITT BENCKISER GROUP PLC AGM - 09-05-2019

2. *Approve Remuneration Policy*

Proposed Policy Changes:
Annual Bonus: Annual bonuses for 2019 will be based on RB's Net Revenue growth and Adjusted Profit Before Income Tax growth. For 2019, there will be no change to the annual bonus opportunity of the CEO (120% of salary at target); the CFO's target bonus opportunity has increased from 90% of salary to 100% of salary. The Company did not disclose the performance target ranges for 2019 as they are considered commercially sensitive information which is considered inadequate. For 2019 the bonus is based on 100% financial measures. It is considered best practice non-financial measures to be attached to the annual incentive plan. Total potential annual variable pay for the CEO is still considered highly excessive at 428 % of base salary. It is recommended that total variable pay is limited to 200% of salary.
LTIP: For 2019 LTIP awards onwards,there will be three measures used. Vesting of the LTIP for 2019 awards will depend on the achievement of stretching targets relating to: growth in EPS, growth in Net Revenue and ROCE. The performance shares awards are based on three-year performance period with additional two-year holding period; which is welcomed. However, a five-year performance period is considered best practice. Malus and clawback provisions apply until two years after vesting which is in line with best practice. Options have seven years to exercise post vesting which is considered sufficiently long period. The maximum number of shares and options granted to an individual will be 300,000 options and 150,000 shares. The Committee has discretion to adjust the formulaic LTIP outcomes which is against best practice. The Company uses adjusted performance metrics (adjusted EPS) for LTIP elements of compensation. The use of such metrics prevents shareholders from being able to assess fully whether the performance targets are sufficiently challenging.
Shareholding Requirements: The shareholding requirement for any new hires will be 200,000 shares for the CEO and 100,000 for the CFO. The shareholding requirements will remain at 600,000 and 200,000 shares for the current CEO and CFO respectively. In addition, for new hires to the Board, the Company is introducing a formal post-employment shareholding requirement, for two years after departure.
Pension: The CEO and the CFO are eligible to receive pension contributions, or equivalent cash allowances, of 30% and 25% of pensionable salary, respectively. For any new hires, this will be 10% which is considered appropriate. The committee may use discretion to dis-apply time pro-rating and performance conditions in the event of termination or a change of control, which is inappropriate.
Rating: AEC. Based on this rating, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 87.2, Abstain: 0.3, Oppose/Withhold: 12.5,

3. *Approve the Remuneration Report*
It is noted that the Remuneration Report received a significant number of 10.95% oppose votes at the 2018 AGM. All elements of the Single Total remuneration table are disclosed. Next year's fees and salaries are disclosed. The CEO's salary is considered in the median range of a peer comparator group. The salaries for the CEO and the CFO have been increased by 3% for 2019, which is in line with the average salary increase of 3% for Company's UK employee base. Total CEO's variable pay for 2018 represents 1469.15% of base salary (LTIP: 1110%; Annual Bonus: 358.80%) which is considered overly excessive. The ratio of CEO to average employee

pay has been estimated and is found unacceptable at 128:1. It is recommended that the ratio does not exceed 20:1. The change in CEO total pay over the last five years is not commensurate with the change in TSR over the same period. On balance, an oppose vote is recommended.
Rating: AE

Vote Cast: *Oppose* Results: For: 86.2, Abstain: 0.3, Oppose/Withhold: 13.5,

5. *Re-elect Nicandro Durante as Director*
Senior Independent 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: 94.8, Abstain: 0.4, Oppose/Withhold: 4.8,

6. *Re-elect Mary Harris as Director*
Independent Non-Executive Director. The Chair of the Remuneration Committee should address such levels of excessive remuneration for the executives. An oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 94.8, Abstain: 0.3, Oppose/Withhold: 5.0,

13. *Elect Mehmood Khan as Director*
Newly appointed Independent Non-Executive Director. However, there are concerns over the director's potential aggregate time commitments.

Vote Cast: *Abstain* Results: For: 99.4, Abstain: 0.4, Oppose/Withhold: 0.1,

21. *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: 95.1, Abstain: 0.4, Oppose/Withhold: 4.5,

22. *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: 99.0, Abstain: 0.0, Oppose/Withhold: 1.0,

MELROSE INDUSTRIES PLC AGM - 09-05-2019

2. *Approve the Remuneration Report*
The Company compares the change in the CEO's salary with senior employees, which is not considered an appropriate comparator group. The CEO's salary increased by 5%, while average employee pay fell by approximately 20%, which has not been addressed by the Company. The CEO's salary is in the lower quartile of the Company's comparator group. The changes in CEO pay over the last five years are not considered in line with the changes in the Company's TSR performance over the same period. Total variable pay for the year under review consisted only of the annual bonus and is acceptable at 95.1% of salary. 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: CC.

Vote Cast: *Abstain*

4. *Re-elect Christopher Miller*
Executive Vice-Chair. 12 months rolling contract. He is a member of the Nomination Committee; it is considered best practice for the principal committees to comprise only independent directors.

Vote Cast: *Oppose*

8. *Re-elect Justin Dowley*
Non-Executive Chair of the Board. As there is no Chair of the Sustainability Committee up for election, the Chair of the Board is considered accountable for the Company's Sustainability programme. There is also a lack of stakeholder engagement regarding the closure of King's Norton site. This apparent disregard for those who will be affected raises serious governance concerns. As such, given the concerns over the Company's sustainability policies and practice, an oppose vote is recommended.

Vote Cast: *Oppose*

11. *Re-elect Archie G. Kane*
Independent Non-Executive Director. He is the Chair of the Nomination Committee and no target has been set to increase the level of female representation on the Board, which is currently insufficient at 22%. An oppose vote is recommended.

Vote Cast: *Oppose*

13. *Re-appoint Deloitte LLP as Auditor of the Company*
Deloitte proposed. Non-audit fees represented 10.00% of audit fees during the year under review and 32.90% on a three-year aggregate basis. This level of non-audit fees raises some 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*

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 a 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*

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*

RIGHTMOVE PLC AGM - 10-05-2019

4. *Re-appoint KPMG LLP as the Auditor of the Company*
KPMG proposed. Non-audit fees represented 5.96% of audit fees during the year under review and 7.48% 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. Furthermore, it is noted that Robyn Perriss was a previous employee of KPMG, and her tenure at the audit firm is not disclosed.

Vote Cast: *Oppose* Results: For: 97.2, Abstain: 0.0, Oppose/Withhold: 2.8,

6. *Re-elect Scott Forbes*
Incumbent Chair. Not independent upon appointment owing to his interest in pre-admission shares. Scott Forbes has served on the Board for over nine years, He is also Chair of Ascential plc, a FTSE 250 company, and Cars.com Inc, an S&P 400 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. In addition, as there is no Sustainability Committee, the Chair of the Board is considered accountable for the Company's Sustainability programme. There are concerns over the Company's sustainability policies and practice, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 94.7, Abstain: 0.3, Oppose/Withhold: 5.0,

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 a 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: 0.1, Oppose/Withhold: 10.1,

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: 99.3, Abstain: 0.2, Oppose/Withhold: 0.5,

ST JAMES'S PLACE PLC AGM - 14-05-2019

11. *Appoint the Auditors*
PwC proposed. Non-audit fees represented 10.00% of audit fees during the year under review and 6.67% 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 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: 99.1, Abstain: 0.7, Oppose/Withhold: 0.1,

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: 98.9, Abstain: 0.1, Oppose/Withhold: 1.1,

SPIRAX-SARCO ENGINEERING PLC AGM - 15-05-2019

2. *Approve the Remuneration Report*
Disclosure: All elements of the Single Total Remuneration Table are adequately disclosed. Performance conditions and targets for the annual bonus and the LTIP are disclosed. Face values of all outstanding share awards are disclosed. The increase in CEO salary is in line with the rest of the Company.
Balance: The ratio of CEO pay compared to average employee pay is unacceptable at 27:1. The CEO salary is considered to be above the median of PIRC's comparator group. The changes in CEO pay over the last five years are in line with the changes in Company's TSR performance over the same period. CEO's total variable pay for the year under review amounts to 297.8% of salary (Annual bonus: 115.5% : PSP: 182.3%), which is excessive.
Rating: AC.

Vote Cast: *Abstain* Results: For: 94.2, Abstain: 0.5, Oppose/Withhold: 5.3,

6. *Re-elect Jamie Pike*
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: 92.8, Abstain: 3.5, Oppose/Withhold: 3.7,

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: 99.5, Abstain: 0.1, Oppose/Withhold: 0.4,

TENCENT HOLDINGS LTD EGM - 15-05-2019

1. *Approve Refreshment of Scheme Mandate Limit Under the Share Option Scheme*
Approval is sought for the renewal of the mandate of the Share Option Plan of Tencent Music Entertainment Group. Tencent Music is a non wholly-owned subsidiary of the Company. The shares to be issued upon an exercise of a Share Option will be the shares in Tencent Music, not the Company's Shares. The maximum of awards to be issued under the Plan shall not exceed 10% of the share capital when aggregated with the maximum number of shares in respect of any options to be granted under another plan. This limit is considered excessive. The Company does not describe individual maximum limits in absolute monetary value. No other performance conditions are attached to the awards. Share price is not considered an appropriate indicator of performance as it is subject to variation due to external events. The vesting period is not described and there is no evidence a retention period is used. A clawback policy does not exist. Provisions in the event of termination of employment are not fully provided. Opposition is thus recommended.

Vote Cast: *Oppose*

TENCENT HOLDINGS LTD AGM - 15-05-2019

3a. *Elect Jacobus Petrus (Koos) Bekker*
Non-Executive Director. Not considered independent as he is the CEO of Naspers which wholly owns MIH TC, a significant shareholder of the company. There is insufficient independent representation on the Board.

Vote Cast: *Oppose*

3b. *Elect Ian Charles Stone*
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*

3c. *Approve Fees Payable to the Board of Directors*
No proposal is available at the present time. As per market practice, the proposed remuneration is likely to be made available only at the meeting.
Although this is a common practice for a standard item in this market, support will not be suggested for resolutions concerning remuneration when sufficient information has not been made available for shareholders in sufficient time prior to the meeting, as such practice prevents shareholders from reaching an informed decision. Abstention from voting this resolution is recommended.

Vote Cast: *Abstain*

4. *Appoint the Auditors and Allow the Board to Determine their Remuneration*
PwC proposed. Non-audit fees represented 31.33% of audit fees during the year under review and 30.73% on a three-year aggregate basis. This level of non-audit fees raises some concerns about the independence of the statutory auditor. The date of appointment of the current audit firm is undisclosed, meaning the length of tenure is not known. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor.

Vote Cast: *Oppose*

5. *Issue Shares for Cash*
The authority sought is exceeding 10% of the Company's issued share capital and expires at the next AGM. This exceeds the recommended acceptable threshold. An oppose vote is recommended.

Vote Cast: *Oppose*

6. *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*

7. *Authorise Reissuance of Repurchased Shares*
It is proposed that conditional upon the passing of Resolutions 5 and 6, the total number of the shares which are purchased or otherwise acquired by the Company pursuant to Resolution 6 shall be added to the total number of the shares which may be issued pursuant to Resolution 5. The authority sought is exceeding 10% of the Company's issued share capital and expires at the next AGM, this exceeds the recommended acceptable threshold. An oppose vote is recommended.

Vote Cast: *Oppose*

NEXT PLC AGM - 16-05-2019

2. *Approve the Remuneration Report*
Overall disclosure is acceptable. The change in the CEO's salary is in line with the rest of the workforce, as the CEO's salary increased by 2% while the salary change for UK/Eire employees was an increase of 3.7%. 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. However, the ratio of CEO pay compared to average employee pay is considered unacceptable at 47:1. In addition, the CEO's salary is in the upper quartile of the Company's comparator group which raises concerns over the excessiveness of his pay.
Rating: AC.

Vote Cast: *Abstain* Results: For: 97.0, Abstain: 1.1, Oppose/Withhold: 1.9,

8. *Re-elect Michael Roney*
Chair. Independent upon appointment. However, he is also Chair of Grafton Group 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 on only one FTSE 350 Company.

Vote Cast: *Oppose* Results: For: 87.6, Abstain: 2.2, Oppose/Withhold: 10.1,

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: 97.6, Abstain: 0.1, Oppose/Withhold: 2.3,

18. *Authorise the off-market purchases of own shares*
As in previous years, the company seeks authority to enter into off-market contingent purchase contracts with any of Goldman Sachs International, UBS AG, Deutsche Bank AG, HSBC Bank plc and Barclays Bank plc under which shares may be purchased off-market at a discount to the market price prevailing at the date each contract is entered into. The maximum which the Company would be permitted to purchase pursuant to this authority would be the lower of 3,000,000 shares or a total cost of GBP205.4 million. The contracts would enable the company to make share purchases at all times, including close periods, such as prior to the announcement of interim and full year results, under contingent forward trades.
The authority represents approximately 2.7% of the issued share capital. This authority will be subject to the 14.99% limit subject to shareholders approval in resolution 17 above. There is a concern regarding the potential repurchase of shares during a closed trading period, as this off market authority may potentially allow for transactions to still occur. Therefore an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 98.4, Abstain: 0.2, Oppose/Withhold: 1.4,

PRUDENTIAL PLC AGM - 16-05-2019

1. *Receive the Annual Report*
The Strategic Review is considered adequate. There are adequate environmental and employment policies in place. Quantified environmental data has been published. 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* Results: For: 99.0, Abstain: 0.4, Oppose/Withhold: 0.6,

2. *Approve the Remuneration Report*
Disclosure: Overall disclosure could be improved as performance targets attached to the Annual Incentive Plan (AIP) payments are not fully disclosed. Dividends accrued on vested share awards are not separately categorized.
Balance: The Group CEO's total realised variable pay is considered excessive at 498.9% of salary (Annual Bonus: 189.4%, LTIP: 309.5%). The ratio of CEO to average employee pay has been estimated and is found unacceptable at 53:1.
Rating: BD.

Vote Cast: *Oppose* Results: For: 95.4, Abstain: 0.3, Oppose/Withhold: 4.3,

15. *Appoint the Auditors*
KPMG proposed. Non-audit fees represented 20.35% of audit fees during the year under review and 24.36% 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: 96.8, Abstain: 0.0, Oppose/Withhold: 3.2,

22. *Renewal of Authority to Issue Mandatory Convertible Securities (MCS)*
Shareholders are being asked to give the Board the authority to issue mandatory convertible securities ('MCS'). This authority is limited to shares representing approximately 20 per cent of the issued ordinary share capital of the Company. The Company explains that this authority is needed so that the Company has the flexibility to manage and maintain it's and the Group's capital structure more effectively in the light of evolving regulatory capital requirements, market conditions and appetite for different instruments and their cost-effectiveness.
The use of Contingent Convertible Securities (or CoCos) is not considered appropriate as they put investors at significant risk of dilution in the event that conversion occurs. CoCos are relatively new instruments and there are concerns that CoCos may create a situation which whilst converting some debt to equity actually disincentivizes equity investors from putting more new funds in the banks via rights issues, due to the dilutive effect of the conversion taking away much, or some, of the premium that would ordinarily accrue to shareholders. Recent events at Deutsche Bank has led to others voicing their concerns about the destabilizing effect of CoCos on both the CoCo price and the share price. Based on these concerns, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 98.4, Abstain: 0.3, Oppose/Withhold: 1.3,

23. *Renewal of Authority to Issue Mandatory Convertible Securities (MCS) for Cash*
Shareholders are being asked to give the Board the authority to issue mandatory convertible securities ('MCS') on a non-pre-emptive basis. In line with the

recommendation on resolution 22, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 97.8, Abstain: 0.3, Oppose/Withhold: 1.9,

24. *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: 98.6, Abstain: 0.1, Oppose/Withhold: 1.3,

LLOYDS BANKING GROUP PLC AGM - 16-05-2019

14. *Approve the Remuneration Report*
Disclosure: Overall disclosure is acceptable.
Balance: The changes in CEO pay over the last five years is not in line with the changes in Company's TSR performance over the same period.CEO changes were 1.76% when the TSR for the same period decline at -4.36%. There are concerns over the level of variable pay of the CEO which represents 272.9% of the annual salary. The ratio of CEO to average employee pay has been estimated and is found excessive at 110:1.
Rating: AE.

Vote Cast: *Oppose* Results: For: 90.0, Abstain: 2.1, Oppose/Withhold: 7.9,

16. *Appoint the Auditors*
PwC proposed. Non-audit fees represented 8.51% of audit fees during the year under review and 11.08% 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: 96.7, Abstain: 0.0, Oppose/Withhold: 3.3,

20. *Issue Shares in relation to the issue of Regulatory Capital Convertible Instruments*
Authority to allot shares and grant rights to subscribe for or to convert any security into ordinary shares in the Company up to an aggregate nominal amount of GBP 1,250,000,000, such authority to be exercised in connection with the issue of Regulatory Capital Convertible Instruments. The amount of this authority is, in aggregate, equivalent to approximately 17.31% of the issued ordinary share capital of the Company. Regulatory Capital Convertible Instruments are debt securities which convert into ordinary shares in certain prescribed circumstances. They are additional tier 1 ('AT1') instruments which convert into ordinary shares of the Company should the Company's common equity tier 1 ratio fall below a contractually defined trigger point. They benefit from a specific regulatory capital treatment under European Union legislation. Resolutions 20 and 23 are intended to provide the Directors with the flexibility to authorize the issue of Regulatory Capital Convertible Instruments which contain contractual debt to equity conversion features.
The use of Regulatory Capital Convertible Instrument is not considered appropriate as they put investors at significant risk of dilution in the event that conversion occurs. They are relatively new instruments and there are concerns that they may create a situation which whilst converting some debt to equity actually disincentivizes

equity investors from putting more new funds in the banks via rights issues, due to the dilutive effect of the conversion taking away much, or some, of the premium that would ordinarily accrue to shareholders. There are important concerns about the destabilizing effect of such instruments on both the instrument price and the share price. Based on these concerns, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 97.5, Abstain: 0.1, Oppose/Withhold: 2.3,

22. *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: 94.6, Abstain: 0.3, Oppose/Withhold: 5.1,

23. *Issue Shares for Cash in relation to the issue of Regulatory Capital Convertible Instruments*
This resolution will give the Directors authority to allot Regulatory Capital Convertible Instruments without the need to first offer them to existing shareholders. If passed, Resolution 23 will authorize the Directors to allot shares and grant rights to subscribe for or to convert any security into shares in the Company on a non-pre-emptive basis up to an aggregate nominal amount of GBP 1,250,000,000, representing approximately 17.31% of the Company's issued share capital. In line with the voting recommendation on resolution 20, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 96.7, Abstain: 0.1, Oppose/Withhold: 3.2,

24. *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: 0.1, Oppose/Withhold: 1.2,

HISCOX LTD AGM - 16-05-2019

2. *Approve the Remuneration Report*
Disclosure: All elements of each director's fixed and variable remuneration are adequately disclosed. The Company has provided the change in salary for the CEO and the UK-employee base, which are 3.4% and 3% respectively. However, the use of a selective employee base is not considered appropriate and due to the lack of disclosure of employee numbers, PIRC cannot estimate this for the whole employee population.
Balance: The CEO's total realized variable pay for the year under review is considered adequate at 192.5% of base salary (Annual Bonus 36.2% and PSP 156.3%). The ratio of CEO to average employee pay cannot be estimated as the Company has not provided employee numbers in the annual report, this lack of disclosure is not appropriate. The balance of CEO realized 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. Over the five-year period average annual increase in CEO pay has been approximately 1.13% whereas, on average, TSR

has increased by 20.24%.
Rating: BC

Vote Cast: *Oppose* Results: For: 98.3, Abstain: 0.3, Oppose/Withhold: 1.4,

4. *Re-elect Robert Simon Childs*
Incumbent Chairman. Not independent upon appointment as he is a former Executive Director of the Company. An oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 97.0, Abstain: 0.3, Oppose/Withhold: 2.7,

5. *Re-elect Caroline Foulger*
Non-Executive Director. Not considered independent as the director was a Partner of PwC, who are also the primary auditors of the Company, up until 31 December 2012. She is also a member of both the audit and remuneration committees. As a matter of best practice, this committee should be entirely composed of independent non-executive directors. As such, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 98.9, Abstain: 0.3, Oppose/Withhold: 0.8,

19. *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: 91.8, Abstain: 0.3, Oppose/Withhold: 8.0,

20. *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: 99.1, Abstain: 0.3, Oppose/Withhold: 0.7,

CAIRN ENERGY PLC AGM - 17-05-2019

2. *Approve the Remuneration Report*
Disclosure: All elements of the Single Total Remuneration Table are adequately disclosed. Performance conditions and targets for the annual bonus and the LTIP are disclosed. Face values of all outstanding share awards are disclosed. The increase in CEO salary is in line with the rest of the Company.
Balance: The ratio of CEO pay compared to average employee pay is acceptable at 7:1. The CEO's salary is considered to be in the median of PIRC's comparator group. Total variable pay for the year under review was excessive at approximately 268.5% (Annual Bonus: 87.49% : LTIP: 181.01%). Changes in CEO pay over the

last five years are not considered in line with Company's financial performance over the same period.
Rating: AD.

Vote Cast: *Oppose* Results: For: 96.1, Abstain: 0.0, Oppose/Withhold: 3.9,

3. *Re-appoint PricewaterhouseCoopers LLP as Auditors*
PwC proposed. Non-audit fees represented 25.96% of audit fees during the year under review and 30.29% on a three-year aggregate basis. This level of non-audit fees raises some 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* Results: For: 99.3, Abstain: 0.7, Oppose/Withhold: 0.0,

5. *Re-elect Ian Tyler*
Chair. The Chair is also chairing another company, Bovis Homes Group Plc which is 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: 92.7, Abstain: 2.1, Oppose/Withhold: 5.2,

6. *Re-elect Todd Hunt*
Non-Executive Director. Not considered independent owing to a tenure of over nine years on the Board. There is sufficient independent representation on the Board. However, the Director has an attendance record of less than 90% for Board meetings which he was eligible to attend during the year. An oppose vote is therefore recommended.

Vote Cast: *Oppose* Results: For: 97.8, Abstain: 0.0, Oppose/Withhold: 2.2,

14. *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: 0.0, Oppose/Withhold: 3.0,

15. *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: 99.0, Abstain: 0.0, Oppose/Withhold: 0.9,

AIA GROUP LTD AGM - 17-05-2019

5. *Elect Mr. George Yong-Boon Yeo*
Independent Non-Executive Director. However, there are concerns over the director's potential aggregate time commitments.

Vote Cast: *Abstain*

6. *Appoint the Auditors and Allow the Board to Determine their Remuneration*
PwC proposed. Non-audit fees represented 25.75% of audit fees during the year under review and 20.38% on a three-year aggregate basis. This level of non-audit fees raises some 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*

7.B. *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*

7.C. *Approve Allotment and Issuance of Additional Shares Under the Restricted Share Unit Scheme*
It is proposed to authorise the Board to issue shares under the RSU Scheme which shall not exceed 2.5% of the issued share capital. This is considered acceptable. However, at this time, it seems that this plan will not be based on any performance criteria but only on the beneficiaries continued employment. As a result, beneficiaries may receive bonuses unrelated to their performance or even the performance of the Company as a whole, which is considered a serious frustration of shareholder accountability. There is little disclosure over the features of the plan.
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*

MEITUAN DIANPING AGM - 17-05-2019

2. *Elect Wang Xing*
Executive Chair. It is a generally accepted norm of good practice that the Chairman 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*

3. *Elect Mu Rongjun*
Executive Director. Member of the Remuneration Committee. It is considered best practice that the Remuneration committee should only comprise independent non-executive directors. An oppose vote is recommended.

Vote Cast: *Oppose*

4. *Elect Wang Huiwen*
Executive Director. Member of the Nomination Committee. It is considered best practice that the Nomination committee should only comprise independent non-executive directors. An oppose vote is recommended.

Vote Cast: *Oppose*

5. *Approve Fees Payable to the Board of Directors*
No proposal is available at the present time. As per market practice, the proposed remuneration is likely to be made available only at the meeting.
Although this is a common practice for a standard item in this market, support will not be suggested for resolutions concerning remuneration when sufficient information has not been made available for shareholders in sufficient time prior to the meeting, as such practice prevents shareholders from reaching an informed decision. Abstention from voting this resolution is recommended.

Vote Cast: *Abstain*

6. *Approve General Share Issue Mandate*
The authority is exceeding 10% of the share capital and expires at the next AGM. The authority exceeds recommended limits. An oppose vote is recommended.

Vote Cast: *Oppose*

7. *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*

8. *Extend the General Share Issue Mandate to Repurchased Shares*
The directors seek authority to re-issue shares repurchased under the authority proposed at this meeting. The effect of the proposal, if approved, the limit for issuance of shares would exceed 10% of issued share capital. Given the concerns over dilution of the shareholder rights, opposition is recommended.

Vote Cast: *Oppose*

9. *Appoint the Auditors*
PwC proposed. Non-audit fees represented 7.99% of audit fees during the year under review and 7.99% 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 date of appointment of the current audit firm is undisclosed, meaning the length of tenure is not known. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor.

Vote Cast: *Oppose*

HIKMA PHARMACEUTICALS PLC AGM - 17-05-2019

5. *Re-elect Said Darwazah*
Executive Chair. Not independent upon appointment, as he was the former Chief Executive until February 2018. 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: 96.6, Abstain: 0.0, Oppose/Withhold: 3.4,

8. *Re-elect Robert Pickering*
Senior Independent Director. Considered independent. However, he is Chair of the Nomination Committee and no target has been set to increase the level of female representation on the Board, which is currently inadequate at 27.3%. On this basis, opposition is recommended.

Vote Cast: *Oppose* Results: For: 94.1, Abstain: 0.0, Oppose/Withhold: 5.9,

9. *Re-elect Ali Al-Husry*
Non-Executive Director. Not considered independent due to his connections with the Darwazah family through Darhold Limited. Darhold Limited holds 24.9% of the Company's share capital. In addition, he was an executive with Hikma prior to listing. He has also served on the Board for over nine years. There is insufficient independent representation on the Board.

Vote Cast: *Oppose* Results: For: 95.7, Abstain: 0.0, Oppose/Withhold: 4.3,

10. *Re-elect Patrick Butler*
Non-Executive Director. This Director has an attendance record of less than 90% for both Board and Committee meetings which he was eligible to attend during the year. An oppose vote is therefore recommended.

Vote Cast: *Oppose* Results: For: 98.0, Abstain: 0.0, Oppose/Withhold: 2.0,

11. *Re-elect Dr Pamela Kirby*
Independent Non-Executive Director. It is also noted that the Remuneration Report received significant opposition of approximately 13.63% at the 2018 AGM. There is no mention of any shareholder engagement with regard to the high level of opposition, nor is there any mention of measures taken to address shareholder concerns. As Chair of the Remuneration Committee, Dr Kirby harbours the responsibility to address such issues. In light of the concerns raised, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 91.9, Abstain: 0.0, Oppose/Withhold: 8.1,

12. *Re-elect Dr Jochem Gann*
Non-Executive Director. Not considered independent as he is a senior executive of Boehringer Ingelheim GmbH. Boehringer Ingelheim holds 16.6% of the Company's share capital. There is insufficient independent representation on the Board. Additionally, he has an attendance record of less than 90% for both Board and Committee meetings which he was eligible to attend during the year. An oppose vote is therefore recommended.

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

14. *Re-elect Nina Henderson*
Non-Executive Director. This Director has an attendance record of less than 90% for both Board and Committee meetings which she was eligible to attend during the year. An oppose vote is therefore recommended.

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

15. *Approve the Remuneration Report*
Overall disclosure is acceptable. 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. However, the ratio of CEO pay compared to average employee pay is considered unacceptable at 82:1. The CEO's salary is in the median of PIRC's comparator group. Additionally, the CEO's total realised reward for the year is considered excessive as it amounts to approximately 323.67% of his base salary.
Rating: AD.

Vote Cast: *Oppose* Results: For: 96.1, Abstain: 0.0, Oppose/Withhold: 3.9,

16. *Issue Shares with Pre-emption Rights*
The authority is limited to one third of the Company's issued share capital. This cap can increase to two-thirds of the issued share capital if shares are issued in connection with an offer by way of a rights issue. All directors are standing for annual re-election. However, it is noted that this resolution received a significant level of oppose votes of approximately 15.31% at the 2018 AGM which has not been adequately addressed. On this basis, opposition is recommended.

Vote Cast: *Oppose* Results: For: 85.2, Abstain: 0.0, Oppose/Withhold: 14.8,

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: 98.5, Abstain: 0.0, Oppose/Withhold: 1.5,

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: 99.6, Abstain: 0.0, Oppose/Withhold: 0.3,

XAAR PLC AGM - 21-05-2019

2. *Appoint the Auditors*
Deloitte proposed. There were no non-audit fees recorded during the year under review and 3.78% 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: 99.3, Abstain: 0.0, Oppose/Withhold: 0.7,

9. *Re-elect Robin Williams*
Chair. Independent upon appointment. Not considered independent as owing to a tenure of over nine years. There are concerns over the Directors aggregate time commitments. However, they have attended 100% of Board and Committee meetings during the year.

Vote Cast: *Oppose* Results: For: 70.8, Abstain: 3.1, Oppose/Withhold: 26.1,

10. *Approve the Remuneration Report*
Disclosure: Overall, disclosure is considered adequate.
Balance: The CEO's salary is below the upper quartile of a peer comparator group. 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. Also, the total combined variable reward paid during the year falls below the 200% recommended threshold and is therefore also not considered to be overly excessive. However, 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.
Rating:AC

Vote Cast: *Abstain* Results: For: 87.2, Abstain: 0.7, Oppose/Withhold: 12.1,

12. *Authorise Share Repurchase*
The authority is limited to 14.9% 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,

ROYAL DUTCH SHELL PLC AGM - 21-05-2019

1. *Receive the Annual Report*

Strategic report meets guidelines. Adequate environmental and employment policies are in place as well as quantified reporting. The Company also disclosed the proportion of women on the Board, in Executive Management positions and within the whole organisation. However, no vote on the dividend or dividend policy has been put to shareholders. As a result, opposition is recommended.

Vote Cast: *Oppose* Results: For: 98.2, Abstain: 0.7, Oppose/Withhold: 1.1,

2. *Approve the Remuneration Report*

Disclosure: Disclosure of performance conditions and targets is adequate. The CEO's total realised variable pay is considered excessive at approximately 1192.46% of salary (Annual Bonus: 196.46%, LTIP: 996.00%). The CEO's salary is considered in the upper quartile of a peer comparator group. The ratio of CEO to average employee pay has been estimated and is found unacceptable at 41:1. Also, the balance of CEO realized 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. Additionally, it is noted that the vote on Remuneration Report registered a significant number of oppose votes at approximately 25.22% at the 2018 AGM which has not been adequately addressed.
Rating: AE.

Vote Cast: *Oppose* Results: For: 87.6, Abstain: 2.6, Oppose/Withhold: 9.8,

9. *Re-appoint Gerard Kleisterless*

Senior Independent Director. Considered independent. However he is Chair of the remuneration committee and concerns remain over the excessive levels of remuneration, as evidenced by repeated recommended oppose votes against the report.

Vote Cast: *Oppose* Results: For: 94.2, Abstain: 2.6, Oppose/Withhold: 3.2,

20. *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: 98.0, Abstain: 0.6, Oppose/Withhold: 1.5,

21. *Approve Political Donations*

The proposed authority is subject to an overall aggregate limit on political donations and expenditure of GBP 200,000. The Company did not make any political donations or incur any political expenditure and has no intention either now or in the future of doing so. However, the maximum limit sought under this authority is considered excessive. An abstain vote is recommended.

Vote Cast: *Abstain* Results: For: 99.9, Abstain: 0.0, Oppose/Withhold: 0.0,

22. *Shareholder Resolution: Publish targets that are aligned with the goal of the Paris Climate Agreement*
Shareholders request the Company to set and publish targets that are aligned with the goal of the Paris Climate Agreement to limit global warming to well below 2C. These targets need at least to cover the greenhouse gas (GhG) emissions of the Company's operations and the use of its energy products (Scope 1, 2 and 3), and to be intermediate and long-term. The shareholders request that the Company base these targets on quantitative metrics such as GHG intensity metrics (GHG emissions per unit of energy) or other quantitative metrics that the Company deems suitable to align their targets with a well below 2C pathway. Additionally, the shareholders request that annual reporting include information about plans and progress to achieve these targets.
Board's Opposing Argument: The Directors consider that this Resolution is not in the best interests of the Company and its shareholders, and recommend that the resolution is opposed. Shell agrees with the importance attached by its investors to the issue of climate change and believes its future success depends on effectively navigating the risks, opportunities and uncertainties presented by the energy transition. In November 2017, Shell announced its ambition to reduce its Net Carbon Footprint (NCF) in step with Society's drive to meet the goals of the Paris Agreement. Also, Shell announced in a Joint Statement released on December 3, 2018 that it will operationalise its ambition in line with climate change by setting NCF-specific short-term targets, and that it ill incorporate a link between energy transition and the long-term remuneration of executives. In 2019, Shell decided to set an NCF target for 2021 of 2–3% lower than our 2016 NCF of 79 grams of CO2-equivalent per megajoule.
PIRC Analysis: Previous analysis on this resolution recognised the flexibility for Shell regarding choice of metrics to base targets on. However, Shell's recent efforts regarding this issue are laudable, given the published November 2017 ambition. Shell would be the first major to publish such an ambition. That being said, Shell has not set itself a binding target. It is believed that a clear target will provide more assurance.Therefore on balance, an abstain vote is recommended.

Vote Cast: *Abstain*

BP PLC AGM - 21-05-2019

1. *Receive the Annual Report*
Strategic report meets guidelines. Adequate employment and environmental policies are in place and relevant, up-to-date, quantified, environmental reporting is disclosed. The Company also disclosed the proportion of women on the Board, in Executive Management positions and within the whole organisation. 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* Results: For: 97.9, Abstain: 1.0, Oppose/Withhold: 1.1,

2. *Approve the Remuneration Report*
Overall disclosure is satisfactory. The Company stated that employee salaries rose by 4.4%. However, the employee group is not considered to be an appropriate comparator group, as it consists of professional/managerial grade employees based in the UK and US which represent approximately one-third of the total employee base at the Company. The total variable pay for the year under review is considered to be inappropriately excessive, amounting to approximately 686.78% of salary. The ratio of CEO pay compared to average employee pay is unacceptable at 34:1. The Company stated in the report that performance shares will be granted to the

CEO in 2019 at 500% of his base salary which is also considered to be overly excessive. In addition, the CEO's salary is in the upper quartile of the Company's comparator group which raises concerns over the excessiveness of his pay.
Rating: CD.

Vote Cast: *Oppose* Results: For: 93.6, Abstain: 2.5, Oppose/Withhold: 4.0,

5. *Re-elect Nils Andersen*
Independent Non-Executive Director. This Director has an attendance record of less than 90% for both Board and Committee meetings which he was eligible to attend during the year. An oppose vote is therefore recommended.

Vote Cast: *Oppose* Results: For: 97.3, Abstain: 0.9, Oppose/Withhold: 1.8,

6. *Re-elect Dame Alison Carnwath*
Independent Non-Executive Director. There are concerns over the Directors aggregate time commitments. Furthermore, this director has failed to attend 90% of Board and Committee meetings for which she was eligible. On this basis, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 95.8, Abstain: 0.9, Oppose/Withhold: 3.3,

8. *Re-elect Ian Davis*
Senior Independent Director. This director is not considered independent owing to a tenure of over 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: 97.4, Abstain: 0.9, Oppose/Withhold: 1.6,

10. *Elect Hegge Lund*
Newly-appointed Chair. The Chair is also chairing another company, Novo Nordisk AS which is listed in the Nasdaq Copenhagen and the NewYork Stock Exchange. 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 on one listed Company.

Vote Cast: *Oppose* Results: For: 97.3, Abstain: 0.9, Oppose/Withhold: 1.7,

13. *Re-elect Paula Reynolds*
Independent Non-Executive Director. This Director has an attendance record of less than 90% for both Board and Committee meetings which she was eligible to attend during the year. An oppose vote is therefore recommended.

Vote Cast: *Oppose* Results: For: 96.4, Abstain: 1.4, Oppose/Withhold: 2.3,

19. *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: 95.3, Abstain: 1.1, Oppose/Withhold: 3.6,

20. *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: 1.3, Oppose/Withhold: 1.5,

23. *Shareholder Resolution: Approve the Follow This Shareholder Resolution on Climate Change Targets*
The resolution has been requisitioned by a group of shareholders co-ordinated by the organisation 'Follow This'. It requests that the company sets and publishes targets that are aligned with the goal of the Paris Climate Agreement to limit global warming to well below 2C. In doing so, they consider it would require the company to invest accordingly in the energy transition to a zero-emission energy system. The requisitionists set out that emissions from energy products are crucial in the Paris Climate Agreement and that BP's targets should include these, and be intermediate and long-term. It is noted that BP's peer, Royal Dutch Shell has set a long-term 'ambition' to halve its carbon intensity by 2050. The BP board does not support the resolution, considering that setting specific long-term reduction targets is inconsistent with the flexibility that is central to its strategy and noting that it calls for targets for Scope 3 (end user) emissions that BP does not control. The Company stated that requesting it sets intermediate and long-term quantitative targets would require them to restrict flexibility it needs to adjust the pace and direction of the energy transition and could inhibit their ability to deliver long-term shareholder value. The Company considers that this flexibility is inherent to their strategy to best enable it to meet the dual challenge of providing more energy with fewer greenhouse gas emissions) while also growing shareholder value. **PIRC Analysis:** Scope 3 emission reductions are necessary over the long-term for oil and gas companies to align with the goals of the Paris Agreement. As noted by the requisitionists, Royal Dutch Shell has set a long-term 'ambition' to halve its carbon intensity by 2050. In doing so, it has allowed for a variety of methods extending beyond its own operations to reduce its net carbon footprint. There is scope for BP to move towards the position of one of its peers, in taking more steps to address the entirety of its emissions. However, BP has agreed to set out it strategy consistent with the Paris goals in more detail, providing that flexibility is provided on target setting. This flexibility it considers central to its business strategy. The resolution does not provide this flexibility. On this basis, an abstention is recommended

Vote Cast: *Abstain* Results: For: 7.9, Abstain: 5.9, Oppose/Withhold: 86.2,

NVIDIA CORPORATION AGM - 22-05-2019

1b. *Elect Director Tench Coxe*
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* Results: For: 92.2, Abstain: 1.2, Oppose/Withhold: 6.6,

1d. *Elect Director James C. Gaither*
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* Results: For: 91.7, Abstain: 1.2, Oppose/Withhold: 7.1,

1e. *Elect Director Jen-Hsun Huang*
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* Results: For: 98.3, Abstain: 0.9, Oppose/Withhold: 0.8,

1g. *Elect Director Harvey C. Jones*
Chair of the Sustainability 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: 90.0, Abstain: 1.2, Oppose/Withhold: 8.8,

1j. *Elect Director Mark L. Perry*
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* Results: For: 95.4, Abstain: 1.2, Oppose/Withhold: 3.4,

1k. *Elect Director A. Brooke Seawell*
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* Results: For: 92.3, Abstain: 1.2, Oppose/Withhold: 6.5,

1l. *Elect Director Mark A. Stevens*
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* Results: For: 97.9, Abstain: 0.5, Oppose/Withhold: 1.6,

2. *Advisory Vote to Ratify Named Executive Officers' 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: ADE. Based on this rating, opposition is recommended.

Vote Cast: *Oppose* Results: For: 95.9, Abstain: 0.6, Oppose/Withhold: 3.5,

3. *Ratify PricewaterhouseCoopers LLP as Auditors*
PwC proposed. Non-audit fees represented 8.13% of audit fees during the year under review and 7.39% 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: 97.2, Abstain: 1.4, Oppose/Withhold: 1.4,

ANTOFAGASTA PLC AGM - 22-05-2019

2. *Approve the Remuneration Report*

Disclosure: Overall, disclosure is considered adequate.

Balance: The CEO's salary is below the upper quartile of a peer comparator group. 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. Also, 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. However, total combined variable reward paid during the year is considered excessive, exceeding the 200% recommended threshold. Also, the Increase in CEO salary is not in line with the rest Company. During the year under review, the CEO's salary increased by more than 2% when compared to the increase for the average employee. Total awards granted to Directors under the Company's variable remuneration schemes are also considered excessive
Rating:AC

Vote Cast: *Abstain* Results: For: 98.2, Abstain: 0.1, Oppose/Withhold: 1.6,

4. *Re-elect Jean-Paul Luksic*

Chairman. Not considered independent upon appointment as he is the former CEO. It is considered that a former executive may not have sufficient detachment to objectively assess strategy. Furthermore, the Luksic family controls a majority share of the voting rights of the Company through two investment vehicles, Metalinvest Establishment and Kupferberg Establishment.This raises concerns over the power at the head of the Company and insufficient representation of minority shareholders. An oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 94.5, Abstain: 0.1, Oppose/Withhold: 5.4,

8. *Re-elect Juan Claro*

Non-Executive Director. Not considered independent as he has served on the Board for more than nine years concurrently with the Chairman when he was performing the role of Executive Chairman. There is sufficient independent representation on the Board. There are concerns over the Directors aggregate time commitments. Furthermore, this director has failed to attend 100% of Board and Committee meetings for which they were eligible. On this basis, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 96.6, Abstain: 0.0, Oppose/Withhold: 3.4,

10. *Re-elect Andrónico Luksic*

Non-Executive Director. Not independent as he is the half-brother of Jean-Paul Luksic. In addition he is the Chairman of Quiñenco and holds other directorships at companies in the Quiñenco group, a group controlled by the Luksic family. However, there is sufficient independent representation on the Board. 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: 96.5, Abstain: 0.0, Oppose/Withhold: 3.5,

19. *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: 99.6, Abstain: 0.0, Oppose/Withhold: 0.4,

20. *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: 99.0, Abstain: 0.1, Oppose/Withhold: 0.9,

AMAZON.COM INC. AGM - 22-05-2019

1a. *Elect Director Jeffrey P. Bezos*
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. Additionally, as Chair of the Board he is considered accountable for the Company's Sustainability programme, given the absence of a dedicated committee within the board. As such, given the concerns over the combination of the two roles and the Company's sustainability policies and practice, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 98.3, Abstain: 0.5, Oppose/Withhold: 1.2,

2. *Appoint the Auditors*
EY proposed. Non-audit fees represented 0.30% of audit fees during the year under review and 0.59% 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: 98.0, Abstain: 0.2, Oppose/Withhold: 1.8,

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: BED. Based on this rating, opposition is recommended.

Vote Cast: *Oppose* Results: For: 97.4, Abstain: 0.2, Oppose/Withhold: 2.4,

12. *Shareholder Resolution: Disclose a Board of Directors' Qualification Matrix*

Proponent's Argument

Resolved, that the shareholders of the Amazon.com, Inc. (the "Company") request the Board adopt a policy to disclose to shareholders the following: A description of the specific minimum qualifications that the Board's nominating committee believes must be met by a nominee to be on the board of directors; and each nominee's skills, ideological perspectives, and experience presented in a chart or matrix form. The proponent believes that boards that incorporate diverse perspectives can think more critically and oversee corporate managers more effectively. By providing a meaningful disclosure about potential Board members, shareholders will be better able to judge how well-suited individual board nominees are for the Company and whether their listed skills, experience and attributes are appropriate in light of the Company's overall business strategy. Ideological diversity contemplates differences in political/policy beliefs. True diversity comes from diversity of thought. There is ample evidence that the many companies operate in ideological hegemony that eschews conservative people, thoughts, and values. This ideological echo chamber can result in groupthink that is the antithesis of diversity. This can be a major risk factor for shareholders. The Proponents believe a diverse board is a good indicator of sound corporate governance and a well-functioning board. Diversity in board composition is best achieved through highly qualified candidates with a wide range of skills, experience, beliefs, and board independence from management.

Company's Argument

The Board claims that diversity is a cornerstone of its continued success, and the Board is proud of the diversity of experience and perspectives represented by its directors and employees. As stated in the Board of Directors Guidelines on Significant Corporate Governance Issues, the Nominating and Corporate Governance Committee seeks out candidates with a diversity of experience and perspectives, including diversity with respect to race, gender, geography, and areas of expertise. Among the qualifications and skills of a candidate considered important by the Nominating and Corporate Governance Committee are: a commitment to representing the long-term interests of shareholders; customer experience skills; Internet savvy; an inquisitive and objective perspective; the willingness to take appropriate risks; leadership ability; human capital management; personal and professional ethics, integrity, and values; practical wisdom and sound judgment; and business and professional experience in fields such as retail, operations, technology, finance/accounting, product development, intellectual property, law, multimedia entertainment, and marketing. The processes for nominating directors are designed to advance the long-term interests of shareholders by constituting a Board that reflects a diversity of experience and perspectives. The Nominating and Corporate Governance Committee annually reviews the tenure, performance, and contributions of existing Board members, and considers all aspects of each candidate's qualifications and skills in the context of the Company's needs at that point in time. As demonstrated by the director nominees that the Nominating and Corporate Governance Committee has recommended for election at the Annual Meeting, The Board believes these processes have produced a Board with deep business acumen that reflects and benefits from a diversity of perspectives, engages in robust discussions, and makes well-informed decisions.

PIRC's Analysis

The potential benefits of board diversity lie in widening the perspectives on business issues brought to bear on decision-making, avoiding too great a similarity of attitude and helping companies understand their customers, marketplace, supply chain and workforces. Disclosure surrounding the board's composition allows shareholders to consider board diversity in the context of the long-term interests of the Company. Disclosure of a policy to improve diversity and goals that have been set to meet this policy also reassures shareholders that a diverse board is not just an aspiration but a goal. However, this resolution has been filed by a conservative policy think tank (the National Center for Public Policy Research - NCPPR) as a spoiler resolution to prevent other shareholders from filing resolutions regarding Amazon's board diversity and focuses on "ideological" diversity with the clear intent to ensure that conservative views are represented on the board as well as so-called liberal perspectives. The NCPPR self-describes as a conservative free-market think tank and in 2014, as a shareholder, asked Apple to "disclose the costs of its sustainability programs", which was rejected by 97% vote, arguing that Apple's decision to have all of its power come from greens sources would lower shareholders' profits.

Disclosing directors' competences in a matrix would be welcomed, and the evaluation of the nomination process at Amazon is below market best practice. However, the board already shows sufficient diversity and a vote against the resolution is recommended.

Vote Cast: *Oppose* Results: For: 2.7, Abstain: 0.7, Oppose/Withhold: 96.7,

ENQUEST PLC AGM - 23-05-2019

4. *Re-elect Jock Lennox*
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: 94.4, Abstain: 3.1, Oppose/Withhold: 2.5,

5. *Re-elect Helmut Langanger*
Senior Independent Director. Not considered independent owing to a tenure of 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: 98.5, Abstain: 0.0, Oppose/Withhold: 1.5,

11. *Appoint the Auditors*
EY proposed. Non-audit fees represented 44.99% of audit fees during the year under review and 35.35% on a three-year aggregate basis. This level of non-audit fees raises some 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: 99.2, Abstain: 0.4, Oppose/Withhold: 0.4,

13. *Approve the Remuneration Report*
Overall disclosure is adequate. The change in the CEO's salary is in line with the rest of the Company, as the CEO's salary rose by 2%, while the pay for UK employees increased also by 2%. Additionally, CEO's salary is in the lower quartile of the Company's comparator group. Changes in CEO pay in the last five years are not in line with changes in TSR during the same period. Total variable pay for the year under review was not excessive, as the CEO received approximately 182% of salary in variable pay. The ratio of CEO pay compared to average employee pay is acceptable at 14:1.
Rating: BC.

Vote Cast: *Abstain* Results: For: 81.0, Abstain: 0.4, Oppose/Withhold: 18.5,

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: 84.2, Abstain: 0.6, Oppose/Withhold: 15.3,

18. *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: 99.0, Abstain: 0.0, Oppose/Withhold: 1.0,

FEVERTREE DRINKS PLC AGM - 24-05-2019

2. *Approve the Remuneration Report*
Overall disclosure is adequate. performance conditions and targets are adequately disclosed. Total variable pay was considered excessive at 981.25% of salary for the CEO. The LTIP award granted during the year under review to the CEO was excessive, amounting to approximately 300% of salary. It is recommended that total variable pay is limited to 200% of salary.

Vote Cast: *Oppose*

4. *Re-elect William Ronald*
Chair. Co founder and fomer Executive Chair. 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*

12. *Re-appoint BDO LLP as Auditors*
BDO LLP proposed. Non-audit fees represented 81.47% of audit fees during the year under review and 61.66% on a three-year aggregate basis. This level of non-audit fees raises major concerns about the independence of the statutory auditor. The date of appointment of the current audit firm is undisclosed, meaning the length of tenure is not known. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor.

Vote Cast: *Oppose*

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*

INFORMA PLC AGM - 24-05-2019

2. *Approve the Remuneration Report*
Disclosure: Overall, disclosure is considered adequate. However, the Company received significant opposition at the last AGM to its remuneration policy and has failed to disclose sufficient measures taken to address shareholders' concerns.
Balance: 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. Also, 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. Total combined variable reward paid and awarded during the year are considered excessive, exceeding the 200% recommended threshold.
Rating: AD

Vote Cast: *Oppose* Results: For: 87.9, Abstain: 2.6, Oppose/Withhold: 9.6,

6. *Re-elect Derek Mapp*
Chair. Independent upon appointment. However, this director is no longer considered independent owing to a tenure of over nine years. Also, this director is Chair of the Nomination Committee and no target has been set to increase the level of female representation on the Board, which currently falls below the recommended 33% target. Opposition is recommended.

Vote Cast: *Oppose* Results: For: 94.2, Abstain: 0.5, Oppose/Withhold: 5.3,

10. *Re-elect Cindy Rose*
Independent Non-Executive Director. There are concerns over the Directors aggregate time commitments. Furthermore, this director has failed to attend 100% of Board and Committee meetings for which they were eligible. On this basis, an oppose vote is recommended.

Vote Cast: *Oppose*

15. *Appoint the Auditors*
Deloitte proposed. Non-audit fees represented 87.50% of audit fees during the year under review and 119.40% 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.

Vote Cast: *Oppose* Results: For: 94.7, Abstain: 0.1, Oppose/Withhold: 5.2,

21. *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: 95.2, Abstain: 0.0, Oppose/Withhold: 4.8,

22. *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,

5. *Elect David Wei*
Independent Non-Executive Director. There are concerns over the Directors aggregate time commitments. Furthermore, this director has failed to attend 100% of Board and Committee meetings for which they were eligible. On this basis, an oppose vote is recommended.

Vote Cast: *Oppose*

IP GROUP PLC AGM - 28-05-2019

3. *Approve Remuneration Policy*
Policy rating: BDB
Changes in the Remuneration policy are mainly two: a reduction in the pension maximum to align with the wider workforce at 10% of the salary and the introduction of a post-cessation of employment shareholding policy. Total potential awards are considered excessive at 300% of salary The performance period under the LTIP is three years which is not considered sufficiently long term. However, a two-year holding period is used for the plan, which is welcomed. Directors are required to hold shares equivalent to 150% of salary (200% for the CEO). On termination, the Committee reserves discretion to the right to make any remuneration payments and payments for loss of office, under exceptional circumstances, notwithstanding that they are not in line with the policy.

Vote Cast: *Oppose* Results: For: 96.6, Abstain: 3.4, Oppose/Withhold: 0.0,

4. *Appoint the Auditors*
KPMG proposed. Non-audit fees represented 3.69% of audit fees during the year under review and 5.14% 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: 99.6, Abstain: 0.0, Oppose/Withhold: 0.4,

18. *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: 99.6, Abstain: 0.4, Oppose/Withhold: 0.0,

SMART METERING SYSTEMS PLC AGM - 28-05-2019

4. *Approve the Remuneration Report*

The total combined variable reward paid during the year falls below the 200% recommended threshold and is therefore not considered to be overly excessive. For the year ended 2018, the targets were based on, inter alia, profit before tax (PBT) excluding exceptionals, recurring revenues and there being no material health and safety incidences. PBT is considered an inappropriate executive performance measure as it is not in line with the shareholder experience of benefiting from profits after tax. In addition, although the obtained annual bonus is not considered excessive, there are concerns as the company has not disclosed achievements and underlying targets in quantified manner, making it impossible to assess whether the bonus is the result of overpayment against performance. On balance, abstention is recommended.

Vote Cast: *Abstain*

ILLUMINA INC AGM - 29-05-2019

1B. *Elect Francis A. deSouza*

Chief Executive. As neither the Chair of the Nominating and Corporate Governance Committee nor the Board Chair is up for re-election, the Chief Executive 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: 99.3, Abstain: 0.1, Oppose/Withhold: 0.6,

2. *Appoint the Auditors*

EY proposed. Non-audit fees represented 1.14% of audit fees during the year under review and 0.73% 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: 96.4, Abstain: 0.1, Oppose/Withhold: 3.5,

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: DEB. Based on this rating, opposition is recommended.

Vote Cast: *Oppose* Results: For: 97.1, Abstain: 0.1, Oppose/Withhold: 2.8,

SHOPIFY INC AGM - 29-05-2019

2. *Appoint the Auditors*
PwC proposed. Non-audit fees represented 0.26% of audit fees during the year under review. This level of non-audit fees does not raise serious concerns about the independence of the statutory auditor. The date of appointment of the current audit firm is undisclosed, meaning the length of tenure is not known. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor.

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: ADE. Based on this rating, opposition is recommended.

Vote Cast: *Oppose*

VECTURA GROUP PLC AGM - 29-05-2019

2. *Approve the Remuneration Report*
Overall disclosure is adequate. Total variable pay for the year under review is not excessive, amounting to 94.3% of salary, as no LTIP awards vested. The ratio of CEO pay compared to average employee pay is acceptable at 13:1. The change in the CEO's salary is in line with the rest of the Company, as the CEO's salary rose by 2%. Changes in CEO total pay over the last five years are not considered to be in line with the change in TSR Company's financial performance over the same period.
Rating: AC.

Vote Cast: *Abstain* Results: For: 93.2, Abstain: 5.4, Oppose/Withhold: 1.4,

8. *Re-elect Dr Susan Foden*
Senior Independent Director. Not considered independent as owing to a tenure of over 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: 82.0, Abstain: 18.0, Oppose/Withhold: 0.0,

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: 96.0, Abstain: 3.2, Oppose/Withhold: 0.8,

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: 97.8, Abstain: 2.2, Oppose/Withhold: 0.0,

FACEBOOK, INC. AGM - 30-05-2019

1.8. *Elect Mark Zuckerberg*
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* Results: For: 90.3, Abstain: 0.0, Oppose/Withhold: 9.7,

2. *Appoint the Auditors*
EY proposed. Non-audit fees represented 22.15% of audit fees during the year under review and 31.40% on a three-year aggregate basis. This level of non-audit fees raises some 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* Results: For: 99.1, Abstain: 0.1, Oppose/Withhold: 0.9,

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: EDD. Based on this rating, opposition is recommended.

Vote Cast: *Oppose* Results: For: 91.1, Abstain: 1.0, Oppose/Withhold: 7.9,

8. *Shareholder Resolution Regarding True Diversity Board Policy*

Shareholders of the Facebook, Inc. request the board adopt a policy to disclose to shareholders the following: (i) A description of the specific minimum qualifications that the board's nominating committee believes must be met by a nominee to be on the board of directors; and (ii) Each nominee's skills, ideological perspectives, and experience presented in a chart or matrix form. The disclosure shall be presented to the shareholders through the annual proxy statement and the company's website within six (6) months of the date of the annual meeting and updated on an annual basis.

Proponent's Arguments: The Proponent believes that boards that incorporate diverse perspectives can think more critically and oversee corporate managers more effectively. Therefore, the Proponent states that by providing a meaningful disclosure about potential board members, shareholders will be better able to judge how well-suited individual board nominees are for the company and whether their listed skills, experience and attributes are appropriate in light of the company's overall business strategy. The Proponent notes that the company's compliance with Item 407(c)(2)(v) of SEC Regulation S-K requires it to identify the minimum skills, experience, and attributes that all board candidates are expected to possess.
Board's Arguments: The board argues that implementing the proposal is unnecessary because company's current disclosures effectively describe board membership criteria and the experiences, qualifications, attributes, or skills that led board of directors to recommend each of the current nominees for director. Further, the company indicates that in 2018 it updated its corporate governance guidelines, which are available on investor.fb.com, regarding board membership criteria and the role of diversity on the board of directors.
PIRC Analysis: The potential benefits of board diversity lie in widening the perspectives on business issues brought to bear on decision-making, avoiding too great a similarity of attitude and helping companies understand their customers, marketplace, supply chain and workforces. Disclosure surrounding the board's composition allows shareholders to consider board diversity in the context of the long-term interests of the company disclosure of a policy to improve diversity and goals that have been set to meet this policy also reassures shareholders that a diverse board is not just an aspiration but a goal. However, this resolution has been filed by a right wing policy think tanks as a spoiler resolution to prevent other shareholders from filing resolutions regarding the company's board diversity and focuses on "ideological" diversity with the clear intent to ensure that conservative views are represented on the board as well as so-called liberal perspectives. A board matrix describing the skills and attributes of directors on the company board would be of great benefit to shareholders, allowing them to compare the make up of the company's board to its peers and enhance the proxy voting election decisions they make, however, that is not the request of this resolution. For these reasons, a vote against the resolution is recommended.

Vote Cast: *Oppose* Results: For: 1.0, Abstain: 0.3, Oppose/Withhold: 98.7,

11. *Shareholder Resolution Regarding Workforce Diversity*

Shareholders request that Facebook prepare a diversity report, at reasonable cost and omitting confidential information, available to investors, including a description of the following: (i) Any programs currently in place to provide protection and/or support to Facebook employees who do not share all or part of Silicon Valley's dominant political ideology, including those grouped under Facebookers for Political Diversity. (ii) Any company analysis of how its public policy positions related to controversial issues like immigration and homosexuality contribute to a hostile work environment for employees who do not share those positions, and how they may dissuade qualified prospects from seeking jobs with Facebook. (iii) Any company outreach to free-market, conservative and libertarian think tanks, foundations, political organizations and job banks to identify qualified candidates for hiring.
Proponent's Arguments: The Proponent believes that pledges to make Facebook "a platform for all ideas" cannot be fulfilled as long as the content gatekeepers are of mostly one political persuasion. Further, the Proponent adds that Mark Andreessen, member of the board, asserted: "I think it is really hard for a lot of people in Silicon Valley to even articulate the other side..." Therefore, the Proponent believes it is not a process problem, but a culture problem. Moreover, the Proponent suggests that if users conclude that Facebook is biased, censors their ideas, and has contempt for their beliefs, they will stop using Facebook. The Proponent believes that diversity and inclusion are important values and proposes that Facebook creates a more tolerant and respectful culture by embracing diversity in its workforce.
Board's Arguments: The board states that it offers trainings to help employees better understand diverse perspectives. Further, the board discloses that in 2015, it publicly rolled out the comprehensive "managing bias training" (https://managingbias.fb.com) and has added several new internal programs, including Managing Inclusion and Be The Ally. Managing Inclusion trains managers to understand the issues that affect underrepresented communities and actively solicit input from people who may feel excluded. Be The Ally gives everyone at Facebook the common language, tools, and space to identify when someone may be experiencing bias and to stand up in support of them. In addition, the board notes that the company has policies in place to help people express their perspectives in a productive way, including the Respectful Communication Policy, which prevents people at Facebook from bullying, insulting, or antagonizing others for any reason. The board concluded

that the company does not collect data on the political ideology of its employees and the preparation of the report contemplated by this proposal is unnecessary and not beneficial to the stockholders.
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 surrounding the workforce's composition allows shareholders to consider workforce diversity in the context of the long-term interests of the company. 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 by a right wing policy think tank 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. Its request, for example for details of how workers with "different" views on "immigration and homosexuality contribute to a hostile work environment for employees who do not share those positions" would be acceptable if it listed all positions, both right and left wing. In addition, the request for information on "Any company outreach to free-market, conservative and libertarian think tanks, foundations, political organizations and job banks" would also be acceptable if the proponent also requested information on any company outreach to left-leaning organisations to recruit employees. For these reasons, a vote against the resolution is recommended.

Vote Cast: *Oppose* Results: For: 0.5, Abstain: 0.5, Oppose/Withhold: 99.1,

DEXCOM INC AGM - 30-05-2019

2. *Appoint the Auditors*
EY proposed. Non-audit fees represented 31.81% of audit fees during the year under review and 15.86% on a three-year aggregate basis. This level of non-audit fees raises some 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*

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: ADD. Based on this rating, opposition is recommended.

Vote Cast: *Oppose*

4. *Amend Existing Omnibus Plan*
It is proposed to amend the A&R 2015 EIP. Proposed amendments include adding an additional 2,200,000 shares to the A&R 2015 EIP and to provide administrator flexibility with respect to vesting during certain leaves of absences, as well as making changes for favourable income tax withholding and to conform with current tax law.
There are concerns with the Plan as the it has various elements bundled together, and although parts of it can benefit the majority of employees, it can still be used as a vehicle for potentially excessive executive payments. As performance conditions may be attached to awards at the Compensation Committee's discretion, there

are concerns that the Committee will have considerable flexibility in the payout of discretionary awards and as a result awards may not be subject to robust enough performance targets, and be insufficiently challenging. In addition, maximum award limits are excessive. As a result, opposition is recommended.

Vote Cast: *Oppose*

HOSTELWORLD GROUP PLC AGM - 31-05-2019

2. *Approve the Remuneration Report*

Disclosure: Disclosure of performance conditions and targets for the LTIP is clear. The CEO's salary is in the lower quartile of the Company's comparator group. Total variable pay for the year under review was not excessive, no LTIP awards will be able to vest until 2019 and an Annual Bonus award was granted at 19.3% of salary. Also, the ratio of CEO pay compared to average employee pay is acceptable, currently standing at 5:1.
Rating: AC

Vote Cast: *Abstain* Results: For: 92.5, Abstain: 1.6, Oppose/Withhold: 5.9,

3. *Approve Remuneration Policy*

Policy rating: BDD

Changes proposed: The LTIP awards will have a vesting period of three years and it will add a two-year holding period, shareholding requirements for the Executives will increase from 150% of the salary to 200% of the salary, newly appointed Executives the pension contribution will be in line with the contribution of the workforce, the financial underpin in the annual bonus scheme has been amended so that payment of any bonus will require a Remuneration Committee assessment of overall performance during the year, Executive Directors can participate in the Company's Save As You Earn ("SAYE") plan on the same basis as other employees and, the Remuneration Committee ability to provide additional sign-on compensation for new recruits has been removed. Total CEO potential awards under all schemes are excessive as these amount to 250% of salary. There is no annual bonus deferral. LTIP performance conditions do not operate interdependently and do not include non-financial metrics. The LTIP performance period is not considered sufficiently long-term, however a two-year holding period is added which is welcomed. Dividend equivalent payments are permitted under the plan. Such payments misalign shareholder and executive interests as shareholders must subscribe for shares in order to receive dividends whereas participants in the scheme do not.
A mitigation statement is made.

Vote Cast: *Oppose* Results: For: 82.6, Abstain: 0.0, Oppose/Withhold: 17.4,

11. *Appoint the Auditors*

Deloitte proposed. Non-audit fees represented 1.44% of audit fees during the year under review and 4.10% 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: 98.0, Abstain: 0.0, Oppose/Withhold: 2.0,

15. *Authorise Share Repurchase*

It is proposed to authorize the Board to purchase Company's shares for 10% 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: 98.4, Abstain: 0.0, Oppose/Withhold: 1.6,

HERMES INTERNATIONAL AGM - 04-06-2019

9. *Reelect Charles-Eric Bauer as Supervisory Board Member*
Non-Executive Director. Not considered to be independent as he was a member of the family controlling shareholder and member of the Management Board of Pollux & Consorts: the companies H2 SAS, SAS Pollux & Consorts, SC Flèches, SC Falaises, Jakyval SA and SC Axam which are mainly held by the Hermès' family. With, Mrs. Guerrand (via Jakyval SA) and Dumas, Hermès Family holds together the controlling share percentage of the issued share capital and voting rights. There are concerns over his aggregate time commitments. There is insufficient independent representation on the Board.

Vote Cast: *Oppose* Results: For: 94.9, Abstain: 0.0, Oppose/Withhold: 5.1,

19. *Approve Issue of Shares for Private Placement*
The Board requests authority to approve a global authority for the issue of capital related securities without pre-emptive rights by private placement. The authorisation is valid up to 20% of the issued share capital over a period of 26 months. This authority is not requested in connection with a particular operation and has not been duly justified by the Company. Opposition is therefore recommended.

Vote Cast: *Oppose* Results: For: 91.0, Abstain: 0.1, Oppose/Withhold: 8.9,

20. *Approve Issue of Shares for Contribution in Kind*
The Board requests authority to issue shares and capital securities in consideration for contributions in kind up to 10% of the issued share capital over a period of 26 months. The proposal is within legal limits, however it can be implemented also in time of public offer. Opposition is recommended.

Vote Cast: *Oppose* Results: For: 92.3, Abstain: 0.0, Oppose/Withhold: 7.7,

7. *Approve Compensation of Axel Dumas, General Manager*
It is proposed to approve the remuneration paid or due to Axel Dumas, General Manager with an advisory vote.The payout is in line with best practice, under 200% of the fixed salary. 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. In addition, there are no claw back clauses in place over the entirety of the variable remuneration component which makes it unlikely that shareholders will be able to reclaim any variable remuneration unfairly paid out. On this basis, opposition is recommended.

Vote Cast: *Oppose* Results: For: 94.6, Abstain: 0.0, Oppose/Withhold: 5.4,

8. *Approve Compensation of Emile Hermes SARL, General Manager*
It is proposed to approve the remuneration paid or due to Emile Hermes SARL, General Manager with an advisory vote.The payout is in line with best practice, under

200% of the fixed salary. 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. In addition, there are no claw back clauses in place over the entirety of the variable remuneration component which makes it unlikely that shareholders will be able to reclaim any variable remuneration unfairly paid out. On this basis, opposition is recommended.

Vote Cast: *Oppose* Results: For: 94.4, Abstain: 0.0, Oppose/Withhold: 5.6,

11. *Reelect Dominique Senequier as Supervisory Board Member*

Independent Non-Executive Vice-Chair. However, there are concerns over the director's potential aggregate time commitments. The Director could not prove attendance of 100% of board and committee meetings. As abstention is not a valid voting outcomes on this resolution, opposition is recommended.

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

12. *Elect Alexandre Viros as Supervisory Board Member*

Independent Non-Executive Director. However, there are concerns over the director's potential aggregate time commitments. As abstention is not a valid voting outcomes on this resolution, opposition is recommended.

Vote Cast: *Oppose* Results: For: 100.0, Abstain: 0.0, Oppose/Withhold: 0.0,

13. *Elect Estelle Brachlianoff as Supervisory Board Member*

Independent Non-Executive Director. However, there are concerns over the director's potential aggregate time commitments. As abstention is not a valid voting outcomes on this resolution, opposition is recommended.

Vote Cast: *Oppose* Results: For: 100.0, Abstain: 0.0, Oppose/Withhold: 0.0,

16. *Issue Shares with Pre-emption Rights*

Authority sought to issue shares with pre-emptive rights. The authorisation is limited to a number of ordinary shares with a nominal value amounting to 40% of the issued capital over a period of 26 months. However, the authority can be used in time of public offer. Opposition is recommended.

Vote Cast: *Oppose* Results: For: 93.6, Abstain: 0.0, Oppose/Withhold: 6.4,

17. *Issue Shares for Cash*

Authority is sought to issue shares without pre-emptive rights to an amount of more than 10% of the share capital, which is deemed excessive. In addition, regardless of the corresponding dilution, it can be used in time of public offer, which is considered to be an anti-takeover device. Opposition is recommended.

Vote Cast: *Oppose* Results: For: 90.7, Abstain: 0.1, Oppose/Withhold: 9.2,

18. *Authorize Capital Issuances for Use in Employee Stock Purchase Plans*

Proposal to authorize for 26 months the Board to allot shares free of charge to employees and executives. Share issued under this authorization will not enjoy pre-emptive rights and will be attributed free of charge to management or employees. The Board would maintain full discretion over the beneficiaries. Incentives such as this are not related to performance and as such may reward the position of the recipient instead of performance. Opposition is recommended.

Vote Cast: *Oppose* Results: For: 99.6, Abstain: 0.1, Oppose/Withhold: 0.4,

3. *Approve Discharge of General Managers*
This proposal is not required by law and is increasingly uncommon at French general meetings. Voting in favour of a discharge resolution may have legal consequences regarding the ability of shareholders to pursue subsequent actions against the Board. On this basis, opposition is recommended.

Vote Cast: *Oppose* Results: For: 99.8, Abstain: 0.0, Oppose/Withhold: 0.2,

6. *Authorise Share Repurchase*
It is proposed to authorise the Board to purchase Company's shares for 10% and 18 months. 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: 94.3, Abstain: 0.0, Oppose/Withhold: 5.7,

10. *Reelect Julie Guerrand as Supervisory Board Member*
Non-Executive Director. Not considered to be independent as she is a member of the family controlling shareholder: the companies H2 SAS, SAS Pollux & Consorts, SC Flèches, SC Falaises, Jakyval SA and SC Axam are mainly held by the Hermès' family. The Hermès Family holds the controlling share percentage of the issued capital and voting rights. She is the Director of Corporate Development. There are concerns over her aggregate time commitments. There is insufficient independent representation on the Board.

Vote Cast: *Oppose* Results: For: 96.0, Abstain: 0.0, Oppose/Withhold: 4.0,

ROCKET INTERNET AG AGM - 06-06-2019

6.1. *Elect Marcus Englert to the Supervisory Board*
Independent Non-Executive Chair. However, there are concerns over the director's potential aggregate time commitments and the Company has not disclosed the individual attendance to Board meetings.

Vote Cast: *Abstain*

6.3. *Elect Pierre Louette to the Supervisory Board*
Independent Non-Executive Director. However, there are concerns over the director's potential aggregate time commitments and the Company has not disclosed the individual attendance to Board meetings.

Vote Cast: *Abstain*

6.4. *Elect Joachim Schindler to the Supervisory Board*
Independent Non-Executive Vice Chair. However, there are concerns over the director's potential aggregate time commitments and the Company has not disclosed the individual attendance to Board meetings.

Vote Cast: *Abstain*

9. *Authorize Management Board Not to Disclose Individualized Remuneration of its Members*
It is proposed to opt out from the obligation to disclose individual executive remuneration. The Executive Board and the Supervisory Board are of the opinion that the disclosure of the total remuneration of the members of the Executive Board sufficiently takes into account the justified information interest of the shareholders and the capital market. This authority will be valid until 5 June 2024.
Disclosure of individual remuneration of executives is considered to be a fundamental element of shareholder accountability, as it allows shareholders to make an informed assessment over potential excessive, discretionary or otherwise over-paying amounts. Opposition is recommended.

Vote Cast: *Oppose*

11. *Authorize Use of Financial Derivatives when Repurchasing Shares*
It is proposed to approve authority to use financial derivatives to repurchase and use capital stock within legal boundaries. Authority is sought for a period of 18 months. Within EU regulation, companies are required to maintain safe harbour conditions, which generally limit share buybacks with derivatives from within by limiting the possibilities of derivatives used. Given the concerns with the corresponding share repurchase resolution, opposition is recommended.

Vote Cast: *Oppose*

BLUEBIRD BIO INC AGM - 06-06-2019

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: BCB. Based on this rating, abstention is recommended.

Vote Cast: *Abstain*

3. *Appoint the Auditors*
EY proposed. Non-audit fees represented 38.94% of audit fees during the year under review and 25.43% on a three-year aggregate basis. This level of non-audit fees raises some 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*

SALESFORCE.COM INC AGM - 06-06-2019

1a. *Elect Marc Benioff*
Chair and Co-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* Results: For: 96.9, Abstain: 0.9, Oppose/Withhold: 2.2,

1d. *Elect Craig Conway*
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* Results: For: 97.9, Abstain: 0.5, Oppose/Withhold: 1.6,

1e. *Elect Alan Hassenfeld*
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* Results: For: 96.8, Abstain: 0.5, Oppose/Withhold: 2.7,

1h. *Elect Sanford Robertson*
Lead Independent Director. Not considered independent due to a tenure of over nine years. It is considered that a Lead Independent Director should be independent, in order to fulfil the responsibilities assigned to that role. Also, Chair of the Sustainability 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: 94.5, Abstain: 1.3, Oppose/Withhold: 4.1,

1k. *Elect Robin Washington*
Independent Non-Executive Director. However, there are concerns over the director's potential aggregate time commitments.

Vote Cast: *Abstain* Results: For: 91.3, Abstain: 0.6, Oppose/Withhold: 8.0,

1l. *Elect Maynard Webb*
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* Results: For: 97.9, Abstain: 0.5, Oppose/Withhold: 1.6,

3. *Amend Existing Omnibus Plan*
It is proposed to amend the Equity Incentive Plan (the "2013 Plan"). Amendments include increasing the number of shares of Common Stock of the Company reserved for issuance under the 2013 Plan by an additional 35.5 million Shares and to clarify language regarding the term of the plan.

There are concerns with the Plan as the it has various elements bundled together, and although parts of it can benefit the majority of employees, it can still be used as a vehicle for potentially excessive executive payments. As performance conditions may be attached to awards at the Compensation Committee's discretion, there are concerns that the Committee will have considerable flexibility in the payout of discretionary awards and as a result awards may not be subject to robust enough performance targets, and be insufficiently challenging. In addition, maximum award limits are excessive. As a result, opposition is recommended.

Vote Cast: *Oppose* Results: For: 91.7, Abstain: 0.6, Oppose/Withhold: 7.7,

4. *Appoint the Auditors*
EY proposed. Non-audit fees represented 27.26% of audit fees during the year under review and 23.79% on a three-year aggregate basis. This level of non-audit fees raises some 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: 93.0, Abstain: 0.5, Oppose/Withhold: 6.5,

5. *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: ADC. Based on this rating, opposition is recommended.

Vote Cast: *Oppose* Results: For: 95.4, Abstain: 0.6, Oppose/Withhold: 4.0,

IONIS PHARMACEUTICALS INC. AGM - 06-06-2019

3. *Elect Brett Monia*
Non-Executive Director. Not considered independent as the director was previously employed by the Company as an Executive Director. There is insufficient independent representation on the Board.

Vote Cast: *Oppose*

4. *Amend Existing Omnibus Plan*
It is proposed to amend the Ionis Pharmaceuticals, Inc. 2011 Equity Incentive Plan. It is proposed to increase the aggregate number of shares of common stock authorized for issuance under the Equity Incentive Plan by 7,000,000 to an aggregate of 23,000,000 shares.
There are concerns with the Plan as it has various elements bundled together, and although parts of it can benefit the majority of employees, it can still be used as a vehicle for potentially excessive executive payments. As performance conditions may be attached to awards at the Compensation Committee's discretion, there are concerns that the Committee will have considerable flexibility in the payout of discretionary awards and as a result awards may not be subject to robust enough performance targets, and be insufficiently challenging. In addition, maximum award limits are excessive. As a result, opposition is recommended.

Vote Cast: *Oppose*

5. *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: ACC. Based on this rating, abstention is recommended.

Vote Cast: *Abstain*

6. *Appoint the Auditors*
EY proposed. Non-audit fees represented 16.51% of audit fees during the year under review and 16.68% 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*

NETFLIX INC AGM - 06-06-2019

2. *Appoint the Auditors*
EY proposed. Non-audit fees represented 42.78% of audit fees during the year under review and 45.59% on a three-year aggregate basis. This level of non-audit fees raises some 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* Results: For: 96.1, Abstain: 1.9, Oppose/Withhold: 2.1,

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: BDE. Based on this rating, opposition is recommended.

Vote Cast: *Oppose* Results: For: 49.8, Abstain: 0.3, Oppose/Withhold: 49.9,

TESLA INC AGM - 11-06-2019

2. *Approve New Omnibus Plan*
The Plan is presented as an omnibus plan, which means that bundled within the same official plan there are various incentive plan elements aimed at rewarding different groups of employees, officers and executives. However, it is noted that the Compensation Committee retains the power to select employees to receive awards and determine the terms and conditions of awards (and also note that 'management employees' appear most likely to be the principal beneficiaries of the Plan). On this basis, opposition is recommended.

Vote Cast: *Oppose*

6. *Appoint the Auditors*
PwC proposed. Non-audit fees represented 4.28% of audit fees during the year under review and 1.98% 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*

TED BAKER PLC AGM - 11-06-2019

2. *Approve the Remuneration Report*
Overall disclosure is satisfactory, however details of the profit per share growth targets for the LTIP for the 2019/20 financial year are not disclosed. The change in the CEO's salary is in line with the rest of the Company, as the CEO's salary rose by 2.6%, while the salaries of all employees rise up to 3%. Additionally, the CEO's salary is in the lower quartile of the Company's comparator group. The balance of CEO realized 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. Total variable pay for the year under review is acceptable at 114.7% of salary, total variable pay consisted only of LTIP awards vesting, as there was no payout under the annual bonus as the financial targets set were not achieved. The ratio of CEO pay compared to average employee pay is acceptable at 20:1.
Rating: BC.

Vote Cast: *Abstain* Results: For: 91.2, Abstain: 0.6, Oppose/Withhold: 8.2,

3. *Approve Increase in the limit for Non-executives Fees*
Authority is sought to increase the limit of the aggregate remuneration cap for non-executive directors from GBP 100,000 to GBP 500,000. The increase will allow the Company some headroom to accommodate any future increases in the aggregate amount of ordinary remuneration whether due to further appointments of Non-Executive Directors or otherwise. The aggregate fees paid to the non-executive directors during the year are GBP 289,000. The proposed new limit would represent a 400% increase is considered excessive without any adequate justification provided. The purpose of the limit is to act as a barrier for excessive fee increases. It is recommended to oppose.

Vote Cast: *Oppose* Results: For: 98.9, Abstain: 0.0, Oppose/Withhold: 1.1,

7. *Re-elect David Bernstein*
Executive Chair. It is a generally accepted norm of good practice that the Chairman 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: 94.1, Abstain: 0.0, Oppose/Withhold: 5.9,

8. *Re-elect Ron Stewart*
Senior Independent Director. Not considered independent owing to a tenure of over nine years in the Board. 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: 91.8, Abstain: 0.3, Oppose/Withhold: 8.0,

13. *Appoint the Auditors*
KPMG proposed. Non-audit fees represented 5.21% of audit fees during the year under review and 4.66% 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: 99.4, Abstain: 0.0, Oppose/Withhold: 0.6,

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: 93.3, Abstain: 0.0, Oppose/Withhold: 6.7,

DELIVERY HERO SE AGM - 12-06-2019

5. *Approve Creation of EUR 54.1 Million Pool of Capital without Preemptive Rights*
Authority is sought to issue shares without pre-emptive rights to an amount of up to more than 10% of the share capital (approximately 30%), which is deemed excessive. Opposition is recommended.

Vote Cast: *Oppose*

6. *Approve Issuance of Warrants/Bonds with Warrants Attached/Convertible Bonds without Pre-emptive Rights up to Aggregate Nominal Amount of EUR 2 Billion; Approve Creation of EUR 61.2 Million Pool of Capital to Guarantee Conversion Rights*
The Board seeks authority to issue convertible bonds, warrant bonds, profit participation rights and/or income bonds (or a combination of these instruments) and to exclude subscription rights for a nominal amount corresponding to more than 10% of the share capital and for five years. As the authority would also include bonds convertible and without pre-emptive rights, the amount under this authority exceeds guidelines for issues of shares without pre-emptive rights.

Vote Cast: *Oppose*

11. *Approve Stock Option Plan for Key Employees; Approve Creation of EUR 3 Million Pool of Conditional Capital to Guarantee Conversion Rights*
The Board proposes the approval of a new executive incentive plan. Under the plan, participants will be allotted stock options, each of which will give right to one share.

Performance targets have not been 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*

12. *Amend 2017 Stock Option Plan and Connected Pool of Conditional Capital*
It is proposed to make the exercise of options under the 2017 program, from four weeks to two years. The previous authorization only provided for stock options to be exercisable within four weeks, beginning on the third working day following the announcement of the results for the half-year or financial year. The amendments do not intervene on any of the issues of concern within the plan; in addition, a longer exercise period would potentially increase the possibility for beneficiaries to speculate on share price and as such, it may favour short-term decisions against long-term ones. Opposition is recommended.

Vote Cast: *Oppose*

TESCO PLC AGM - 13-06-2019

2. *Approve the Remuneration Report*
Disclosure: Disclosure concerning the practices relating to director remuneration is adequate. Company's retrospective disclosure of annual bonus targets is welcomed and all share incentive awards are fully disclosed with award dates and prices. There was no salary increase awarded to the CEO in the year under review and the average increase for UK employees was 5 %.
Balance: The salary of the CEO is considered to be the highest when compared to salaries of other CEOs in the peer group. This raises concerns about the potential excessiveness of the remuneration structure, as incentive awards are directly linked with salary levels. The 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. Over the five-year period average annual increase in CEO pay has been approximately 48.29% whereas, on average, TSR has decreased by 4.60 %. Furthermore, the CEO's total realized reward under variable incentive schemes for the year under review is considered excessive at 228% (Annual Bonus: 131.2% of salary - LTIP: 96.8% of salary). Finally, the ratio of CEO to average employee pay has been estimated and is considered unacceptable at 213:1.
Rating:BE

Vote Cast: *Oppose* Results: For: 97.2, Abstain: 0.0, Oppose/Withhold: 2.7,

5. *Re-elect John Allan*
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: 94.7, Abstain: 0.0, Oppose/Withhold: 5.3,

17. *Appoint the Auditors*
Deloitte proposed. Non-audit fees represented 43.75% of audit fees during the year under review and 76.35% on a three-year aggregate basis. This level of non-audit

fees raises major concerns about the independence of the statutory auditor. Opposition is recommended.

Vote Cast: *Oppose* Results: For: 97.3, Abstain: 0.0, Oppose/Withhold: 2.7,

22. *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: 94.8, Abstain: 0.0, Oppose/Withhold: 5.2,

23. *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: 0.0, Oppose/Withhold: 1.5,

HORIZON DISCOVERY GROUP PLC AGM - 18-06-2019

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, it is considered best practice for the Remuneration report to be submitted to a shareholder vote. As the Company has failed to do this, an oppose vote is recommended.

Vote Cast: *Oppose*

6. *Re-appoint Deloitte LLP as Auditors*
Deloitte proposed. Non-audit fees represented 11.90% of audit fees during the year under review and 28.04% on a three-year aggregate basis. This level of non-audit fees raises some concerns about the independence of the statutory auditor. The date of appointment of the current audit firm is undisclosed, meaning the length of tenure is not known. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor.

Vote Cast: *Oppose*

7. *Issue Shares with Pre-emption Rights*
The authority is limited to one third of the Company's issued share capital. This cap can increase to two-third of the issued share capital if shares are issued in connection with an offer by way of a rights issue. This authority expires at the next AGM. All directors are not standing for annual re-election and there is no commitment from all the directors to stand for re-election in case this additional authority is used. In the absence of such commitment, an abstain vote is recommended.

Vote Cast: *Abstain*

9. *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*

WORKDAY INC AGM - 18-06-2019

2. *Appoint the Auditors*
EY proposed. Non-audit fees represented 30.15% of audit fees during the year under review and 33.44% on a three-year aggregate basis. This level of non-audit fees raises some 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*

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: EED. Based on this rating, opposition is recommended.

Vote Cast: *Oppose*

ALPHABET INC AGM - 19-06-2019

3. *Amend Existing Omnibus Plan*
It is proposed to amend Alphabet's 2012 Stock Plan. It is proposed to increase in the maximum number of shares of Class C capital stock issuable under the Plan by 3,000,000 shares to a total of 88,000,000 shares of Class C capital stock.
There are concerns with the Plan as the it has various elements bundled together, and although parts of it can benefit the majority of employees, it can still be used as a vehicle for potentially excessive executive payments. As performance conditions may be attached to awards at the Compensation Committee's discretion, there are concerns that the Committee will have considerable flexibility in the payout of discretionary awards and as a result awards may not be subject to robust enough performance targets, and be insufficiently challenging. In addition, maximum award limits are excessive. As a result, opposition is recommended.

Vote Cast: *Oppose* Results: For: 87.8, Abstain: 0.1, Oppose/Withhold: 12.1,

2. *Ratify Ernst & Young LLP as Auditors*
EY proposed. Non-audit fees represented 31.99% of audit fees during the year under review and 30.20% on a three-year aggregate basis. This level of non-audit fees raises some 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: 99.1, Abstain: 0.1, Oppose/Withhold: 0.8,

LOOPUP GROUP PLC AGM - 26-06-2019

2. *Appoint the Auditors*
Grant Thornton UK LLP proposed. Non-audit fees represented 27.62% of audit fees during the year under review and 25.81% on a three-year aggregate basis. This level of non-audit fees raises some 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*

7. *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*

FIRST DERIVATIVES PLC AGM - 27-06-2019

2. *Approve the Remuneration Report*
Disclosure: Disclosure of director remuneration is not considered adequate. Pay policy is basic and goes little beyond the generic "attract, retain and motivate". Pay policy aims are not fully explained in terms of the Company objectives. Past performance targets attached to the annual bonus scheme, which was awarded at the maximum opportunity during the year under review, are not disclosed. It is considered that the company should be able to disclose the performance which led to the level of awards made during the year under review. Also, information concerning the determination of non-executive directors' fees is not disclosed.
Balance: The overall quantum of the executive director's remuneration does not appear to be excessive. No LTIP is in operation which is welcomed and the total variable pay for the year is not considered excessive at 100% of base salary. However, given the very limited disclosure, fair assessment of the remuneration structure and it's appropriateness is not possible. An oppose vote is recommended.

Vote Cast: *Oppose*

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*

3i GROUP PLC AGM - 27-06-2019

2. *Approve the Remuneration Report*
All elements of each director's remuneration are disclosed.Increase in CEO salary is in line with the rest of the Company (3% increase for CEO and 6% increase for average employees).The balance of the Executive Chairman's realized pay with financial performance is not considered acceptable as the change in the Executive Chairman's total pay over five years is not commensurate with the change in TSR over the same period. The CEO's salary is considered to be in the upper quartile of PIRC's comparator group and the ratio of CEO pay compared to average employee pay is acceptable at 12:1.Total CEO realized variable pay for the year under review is 1138% of salary (Annual Bonus: 372% : LTIP 766%), which is considered excessive.
Rating: AD.

Vote Cast: *Oppose* Results: For: 92.3, Abstain: 0.1, Oppose/Withhold: 7.6,

13. *Appoint the Auditors*
EY proposed. Non-audit fees represented 31.58% of audit fees during the year under review and 40.35% on a three-year aggregate basis. This level of non-audit fees raises some 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: 95.3, Abstain: 0.4, Oppose/Withhold: 4.4,

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: 95.3, Abstain: 0.2, Oppose/Withhold: 4.5,

19. *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: 97.9, Abstain: 0.1, Oppose/Withhold: 2.0,

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; Paraguary; 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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