North East Scotland Pension Fund

PROXY VOTING REVIEW

PERIOD 1st April 2021 to 30th June 2021

Contents

1 Resolution Analysis

- Number of resolutions voted: 1259 (note that it MAY include non-voting items).
- Number of resolutions supported by client: 835
- Number of resolutions opposed by client: 313
- Number of resolutions abstained by client: 83
- Number of resolutions Non-voting: 16
- 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	45
EUROPE & GLOBAL EU	11
USA & CANADA	12
ASIA	6
TOTAL	74

1.2 Number of Resolutions by Vote Categories

Vote Categories	Number of Resolutions
For	835
Abstain	83
Oppose	313
Non-Voting	16
Not Supported	0
Withhold	10
US Frequency Vote on Pay	2
Withdrawn	0
TOTAL	1259

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	For	Abstain	Oppose	Non-Voting	Not Supported	Withhold	Withdrawn	US Frequency Vote on Pay	Total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	609	55	180	0	0	0	0	0	844
EUROPE & GLOBAL EU	132	17	62	16	0	0	0	0	227
USA & CANADA	75	11	42	0	0	10	0	2	140
ASIA	19	0	29	0	0	0	0	0	48
TOTAL	835	83	313	16	0	10	0	2	1259

1.4 Votes Made in the Portfolio Per Resolution Category

	Portfolio						
	For	Abstain	Oppose	Non-Voting	Not Supported	Withheld	Withdrawn
All Employee Schemes	11	0	3	0	0	0	0
Annual Reports	54	35	43	0	0	0	0
Articles of Association	22	0	3	0	0	0	0
Auditors	52	10	48	0	0	0	0
Corporate Actions	3	1	0	0	0	0	0
Corporate Donations	16	2	3	0	0	0	0
Debt & Loans	0	0	1	0	0	0	0
Directors	453	31	63	0	0	10	0
Dividend	39	0	0	0	0	0	0
Executive Pay Schemes	1	0	17	0	0	0	0
Miscellaneous	45	0	1	0	0	0	0
NED Fees	4	0	2	0	0	0	0
Non-Voting	0	0	0	16	0	0	0
Say on Pay	0	2	7	0	0	0	0
Share Capital Restructuring	3	0	1	0	0	0	0
Share Issue/Re-purchase	116	2	121	0	0	0	0
Shareholder Resolution	16	0	0	0	0	0	0

1.5 Votes Made in the UK Per Resolution Category

	UK						
	For	Abstain	Oppose	Non-Voting	Not Supported	Withheld	Withdrawn
Annual Reports	21	15	4	0	0	0	0
Remuneration Reports	16	11	13	0	0	0	0
Remuneration Policy	0	3	8	0	0	0	0
Dividend	29	0	0	0	0	0	0
Directors	335	17	24	0	0	0	0
Approve Auditors	3	4	33	0	0	0	0
Share Issues	76	2	16	0	0	0	0
Share Repurchases	4	0	38	0	0	0	0
Executive Pay Schemes	1	0	10	0	0	0	0
All-Employee Schemes	8	0	3	0	0	0	0
Political Donations	16	2	3	0	0	0	0
Articles of Association	17	0	0	0	0	0	0
Mergers/Corporate Actions	2	1	0	0	0	0	0
Meeting Notification related	36	0	0	0	0	0	0
All Other Resolutions	44	0	28	0	0	0	0
Shareholder Resolution	1	0	0	0	0	0	0

1.6 Votes Made in the US Per Resolution Category

US/Global US & Canada

	For	Abstain	Oppose	Non-Voting	Not Supported	Withheld	Withdrawn
All Employee Schemes	1	0	0	0	0	0	0
Annual Reports	2	0	2	0	0	0	0
Articles of Association	0	0	0	0	0	0	0
Auditors	3	3	8	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	51	6	17	0	0	10	0
Dividend	1	0	0	0	0	0	0
Executive Pay Schemes	0	0	3	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	7	0	0	0	0
Share Capital Restructuring	0	0	1	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
Lobbying	0	1	0	0	0	0	0
Executive Compensation							
Performance Metrics Requirement	0	1	0	0	0	0	0
Remuneration Issues	0	1	0	0	0	0	0
Voting Rules							
Simple Majority Voting	0	1	0	0	0	0	0
Stock Classes/Voting Rights	0	1	0	0	0	0	0
Corporate Governance							
Other	0	4	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	2	0	0	0	0	0	0
Annual Reports	12	6	15	0	0	0	0
Articles of Association	3	0	1	0	0	0	0
Auditors	5	3	4	0	0	0	0
Corporate Actions	1	0	0	0	0	0	0
Corporate Donations	0	0	0	0	0	0	0
Debt & Loans	0	0	1	0	0	0	0
Directors	65	8	10	0	0	0	0
Dividend	8	0	0	0	0	0	0
Executive Pay Schemes	0	0	3	0	0	0	0
Miscellaneous	7	0	0	0	0	0	0
NED Fees	4	0	0	0	0	0	0
Non-Voting	0	0	0	16	0	0	0
Say on Pay	0	0	0	0	0	0	0
Share Capital Restructuring	2	0	0	0	0	0	0
Share Issue/Re-purchase	22	0	28	0	0	0	0
Shareholder Resolution	1	0	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	2	0	1	0	0	0	0
Articles of Association	2	0	2	0	0	0	0
Auditors	1	0	3	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	0	12	0	0	0	0
Dividend	1	0	0	0	0	0	0
Executive Pay Schemes	0	0	1	0	0	0	0
Miscellaneous	2	0	1	0	0	0	0
NED Fees	0	0	2	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	9	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
6	0	0	0
UK			
Meetings	All For	AGM	EGM
45	2	0	2
EU			
Meetings	All For	AGM	EGM
11	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
12	0	0	0
TOTAL			
Meetings	All For	AGM	EGM
74	2	0	2

1.11 List of all meetings voted

Company	Meeting Date	Type	Resolutions	For	Abstain	Oppose
SSP GROUP PLC	06-04-2021	EGM	2	0	0	2
RIO TINTO PLC	09-04-2021	AGM	22	13	0	9
SMITH & NEPHEW PLC	14-04-2021	AGM	22	16	2	4
SPOTIFY TECHNOLOGY SA	21-04-2021	AGM	18	9	4	5
SERCO GROUP PLC	21-04-2021	AGM	21	12	3	6
KERING SA	22-04-2021	AGM	24	16	0	8
INTUITIVE SURGICAL INC	22-04-2021	AGM	14	8	1	5
RELX PLC	22-04-2021	AGM	21	15	2	4
HIKMA PHARMACEUTICALS PLC	23-04-2021	AGM	21	14	3	4
FDM GROUP (HOLDINGS) PLC	28-04-2021	AGM	22	12	2	8
LONDON STOCK EXCHANGE GROUP PLC	28-04-2021	AGM	25	21	0	4
LANCASHIRE HOLDINGS LIMITED	28-04-2021	AGM	18	14	0	4
GRAFTON GROUP PLC	28-04-2021	AGM	20	15	0	5
BRITISH AMERICAN TOBACCO PLC	28-04-2021	AGM	20	14	1	5
MODERNA INC	28-04-2021	AGM	5	1	3	1
ASML HOLDING NV	29-04-2021	AGM	24	6	5	6
JAMES FISHER AND SONS PLC	29-04-2021	AGM	19	12	2	5
CRH PLC	29-04-2021	AGM	23	20	0	3
ROTORK PLC	30-04-2021	AGM	19	14	1	4
CARVANA CO	03-05-2021	AGM	5	2	0	3
HERMES INTERNATIONAL	04-05-2021	AGM	27	13	0	14
BARCLAYS PLC	05-05-2021	AGM	29	18	2	9
HOWDEN JOINERY GROUP PLC	06-05-2021	AGM	18	14	2	2
ASCENTIAL PLC	06-05-2021	AGM	24	17	2	5
MELROSE INDUSTRIES PLC	06-05-2021	EGM	1	0	1	0
MELROSE INDUSTRIES PLC	06-05-2021	AGM	21	13	4	4

RIGHTMOVE PLC	07-05-2021	AGM	20	15	2	3
ASTRAZENECA PLC	11-05-2021	AGM	25	14	2	9
ASTRAZENECA PLC	11-05-2021	EGM	1	1	0	0
CAPITAL & COUNTIES PROPERTIES PLC	11-05-2021	AGM	16	11	1	4
CAIRN ENERGY PLC	11-05-2021	AGM	17	12	0	5
ULTRA ELECTRONICS HOLDINGS PLC	12-05-2021	AGM	18	14	0	4
JUST EAT TAKEAWAY.COM N.V.	12-05-2021	AGM	23	14	1	4
RENTOKIL INITIAL PLC	12-05-2021	AGM	21	14	2	5
STANDARD CHARTERED PLC	12-05-2021	AGM	29	22	0	7
SPIRAX-SARCO ENGINEERING PLC	12-05-2021	AGM	20	17	2	1
BP PLC	12-05-2021	AGM	22	15	2	5
HISCOX LTD	13-05-2021	AGM	19	14	0	5
PRUDENTIAL PLC	13-05-2021	AGM	26	22	1	3
ROLLS-ROYCE HOLDINGS PLC	13-05-2021	AGM	25	19	2	4
THE UNITE GROUP PLC	13-05-2021	AGM	21	19	0	2
ST JAMES'S PLACE PLC	14-05-2021	AGM	18	16	0	2
ROYAL DUTCH SHELL PLC	18-05-2021	AGM	21	15	1	5
4IMPRINT GROUP PLC	18-05-2021	AGM	17	11	4	2
BEYOND MEAT INC	19-05-2021	AGM	5	3	1	1
TENCENT HOLDINGS LTD	20-05-2021	AGM	8	2	0	6
TENCENT HOLDINGS LTD	20-05-2021	EGM	1	0	0	1
NEXT PLC	20-05-2021	AGM	20	15	1	4
LLOYDS BANKING GROUP PLC	20-05-2021	AGM	25	20	0	5
FEVERTREE DRINKS PLC	20-05-2021	AGM	16	10	1	5
SMART METERING SYSTEMS PLC	20-05-2021	AGM	15	12	0	3
PURETECH HEALTH PLC	27-05-2021	AGM	18	11	2	5
VECTURA GROUP LIMITED	27-05-2021	EGM	3	2	0	1
VECTURA GROUP LIMITED	27-05-2021	AGM	18	13	2	3

HSBC HOLDINGS PLC	28-05-2021	AGM	25	17	1	7
RECKITT BENCKISER GROUP PLC	28-05-2021	AGM	24	20	0	4
NCC GROUP PLC	01-06-2021	EGM	1	1	0	0
ALPHABET INC	02-06-2021	AGM	21	12	2	7
NETFLIX INC	03-06-2021	AGM	9	5	1	3
INFORMA PLC	03-06-2021	AGM	19	16	0	3
NVIDIA CORPORATION	03-06-2021	AGM	16	6	0	10
NIO INC	03-06-2021	EGM	1	0	0	1
ADYEN NV	03-06-2021	AGM	13	3	4	3
WORKDAY INC	08-06-2021	AGM	7	2	2	2
IP GROUP PLC	09-06-2021	AGM	22	18	1	3
SALESFORCE.COM INC	10-06-2021	AGM	15	6	1	8
DELIVERY HERO SE	16-06-2021	AGM	21	13	1	6
BEIGENE LTD	16-06-2021	AGM	17	13	0	4
ZOOM VIDEO COMMUNICATIONS INC	17-06-2021	AGM	6	2	0	3
BIONTECH SE	22-06-2021	AGM	13	8	1	3
NETEASE, INC	23-06-2021	AGM	8	0	0	8
MEITUAN INC.	23-06-2021	AGM	13	4	0	9
TESCO PLC	25-06-2021	AGM	28	23	1	4
CREO MEDICAL GROUP PLC	30-06-2021	AGM	7	4	1	2

2 Notable Oppose Vote Results With Analysis

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

RIO TINTO PLC AGM - 09-04-2021

21. *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: 79.6, Abstain: 0.2, Oppose/Withhold: 20.2,

SMITH & NEPHEW PLC AGM - 14-04-2021

6. *Re-elect Robin Freestone - Senior Independent Director*
Senior Independent Director. Considered independent.

Vote Cast: *For* Results: For: 81.4, Abstain: 0.2, Oppose/Withhold: 18.4,

11. *Re-elect Marc Owen - Non-Executive Director*
Independent Non-Executive Director. Responsible for sustainability issues at the company. As he is considered to be accountable for the Company's sustainability programme, and given that the Company's sustainability policies and practice are not considered to be adequate in order to minimize material risks linked to sustainability, an abstain vote is recommended.

Vote Cast: *Abstain* Results: For: 87.5, Abstain: 0.8, Oppose/Withhold: 11.6,

SERCO GROUP PLC AGM - 21-04-2021

19. *Approve Political Donations*
The proposed authority is subject to an overall aggregate limit on political donations and expenditure of GBP 100,000. 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. Although this is within recommended limits, it is noted this resolution registered a significant number of oppose votes of 17.78% at the 2019 AGM which has not been adequately addressed. On balance, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 87.3, Abstain: 0.1, Oppose/Withhold: 12.6,

KERING SA AGM - 22-04-2021

E.23. *Authorize Capital Issuances for Use in Employee Stock Purchase Plans*
Authority for a capital increase for up to 1% of share capital for employees participating to saving plans. The maximum discount applied will be 30% on the market share price. 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. However, the discount to be applied exceeds guidelines (20%). Opposition is therefore recommended.

Vote Cast: *Oppose* Results: For: 32.0, Abstain: 0.0, Oppose/Withhold: 68.0,

INTUITIVE SURGICAL INC AGM - 22-04-2021

1h. *Elect Alan J. Levy - Non-Executive Director*
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: 80.1, Abstain: 0.2, Oppose/Withhold: 19.7,

4. *Amend Omnibus Stock Plan*
It is proposed to amend the Intuitive Surgical, Inc. 2010 Incentive Award Plan. The board are proposing to (1) extend the term of the plan so that it expires in 20131 (10 year term), (2) provide the grant of stock options, both incentive stock options and nonqualified stock options, stock appreciation rights ("SARs"), restricted stock awards, restricted stock units, performance share awards, dividend equivalents, performance bonus awards, and other performance-based awards to eligible individuals and (3) increase the number of shares under the plan by 2,000,00 (From the current amount, 32,450,000). The persons eligible to participate in the plan would be the 9 non-employee members of the board.
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: 75.1, Abstain: 0.2, Oppose/Withhold: 24.8,

HIKMA PHARMACEUTICALS PLC AGM - 23-04-2021

14. *Elect Cynthia Schwalm - Non-Executive Director*
Independent Non-Executive Director.

Vote Cast: *For* Results: For: 86.4, Abstain: 0.0, Oppose/Withhold: 13.5,

17. *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: 86.9, Abstain: 0.0, Oppose/Withhold: 13.1,

LONDON STOCK EXCHANGE GROUP PLC AGM - 28-04-2021

3. *Approve the Remuneration Report*
Disclosure: All elements of the Single Total Remuneration Table are adequately disclosed. The CEO salary is in line with the workforce as the salary for the Chief Executive increased by 2% for the year under review and the workforce salary increased by 3%. However, the CEO salary is in the upper quartile of the competitor group which is raised concerns over excessiveness.
Balance: The total realized awards made all incentive schemes are not considered acceptable standing at 726% of base salary for the CEO. In addition, the ratio of CEO pay compared to the average employee is not considered acceptable at 30:1. The balance of realized pay with financial performance is considered acceptable as changes in CEO total pay over the last five years are considered in line with changes in TSR performance during the same period.
Rating: AD

Vote Cast: *Oppose* Results: For: 75.2, Abstain: 1.6, Oppose/Withhold: 23.1,

LANCASHIRE HOLDINGS LIMITED AGM - 28-04-2021

2. *Approve the Remuneration Report*
Disclosure: All elements of the Single Total Remuneration Table are adequately disclosed. The CEO salary is in line with the workforce as for the year under review, CEO salary increase by 3.1% when the workforce increase by 8.7%. CEO salary is in the median of the competitors group.
Balance: 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 Annual Bonus and the LTIP are excessive, amounting to 349.8% of salary for the CEO. The ratio of CEO pay compared to average employee pay is acceptable at 15:1
Rating: AD

Vote Cast: *Oppose* Results: For: 64.9, Abstain: 3.4, Oppose/Withhold: 31.7,

14. *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.

Vote Cast: *For* Results: For: 87.3, Abstain: 0.0, Oppose/Withhold: 12.7,

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

Vote Cast: *For* Results: For: 88.7, Abstain: 0.0, Oppose/Withhold: 11.3,

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: 86.7, Abstain: 0.0, Oppose/Withhold: 13.3,

17. *Issue Shares for Cash to take advantage of 'market-driven underwriting opportunities'*
Authority is limited to 5% of the issued share capital and will expire at the next AGM. It is noted that this authority will be in addition to the authorities sought under resolutions 13 and 14. If all are approved, the total limit would be 15%. Normally an oppose vote would be recommended for seeking excessive authority, however in this particular case, the Company has provided a suitable rationale, given its business model. Therefore support is recommended.

Vote Cast: *For* Results: For: 87.2, Abstain: 0.0, Oppose/Withhold: 12.8,

GRAFTON GROUP PLC AGM - 28-04-2021

3.A. *Re-elect Michael Roney - Chair (Non Executive)*
Non-Executive Chair, independent on appointment. However, Mr. Roney is also Chair of the Nomination Committee.
Regardless of local practice or recommendations, or average percentage of diversity on the boards of local listed companies, it is considered that gender diversity should be explicitly taken into account when appointing directors. Namely, it is considered that at least one-third of the board should be reserved for the less represented gender. There is an increasing amount of research that suggests that more diverse companies actually perform better than less diverse companies, and they lead to higher returns. At this time, diversity on the board is below the above-mentioned level; nevertheless, the company has stated it as target one third of the Board female representation, as set out in the Hampton-Alexander Review. Furthermore, It is not clear from company reporting that the recommendations of the Parker report (2016), which seeks to improve the ethnic and cultural diversity of UK boards, are being sufficiently addressed and acted upon. In addition, Mr. Roney 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. Finally it is noted that Mr. Roney received significant opposition in his re-election on the 2020 Annual General Meeting of 13.9% of oppose votes and, the Company did not disclosed how it adress the issue with its shareholders. Overall opposition is recommended.

Vote Cast: *Oppose* Results: For: 53.4, Abstain: 10.1, Oppose/Withhold: 36.5,

BRITISH AMERICAN TOBACCO PLC AGM - 28-04-2021

2. *Approve the Remuneration Report*
Disclosure: All elements of the Single Total Remuneration Table are adequately disclosed. The salary for the CEO increased by 3% and is in line with the workforce. However, CEO salary is in the upper quartile of the competitors group which raises concerns for potential excessiveness.
Balance: 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

Annual Bonus and the LTIP are excessive, amounting to 228.61% of salary for the CEO. The ratio of CEO pay compared to average employee pay is not acceptable at 166:1, and significantly exceeds the recommended limit of 20:1.
Rating: AD

Vote Cast: *Oppose* Results: For: 61.7, Abstain: 0.0, Oppose/Withhold: 38.3,

10. *Re-elect Dr. Marion Helmes - Non-Executive Director*
Independent Non-Executive Director. It is noted that the director has considerable opposition in the previous general meeting of 17.49% of the votes which the company did not disclose how it address the issue with its shareholders. Abstention is recommended.

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

13. *Re-elect Dimitri Panayotopoulos - Senior Independent Director*
Senior Independent Director. Considered independent. However, Mr. Panayotopoulos received significant opposition on the 2020 AGM of 10.81% which the company did not disclose how it address the issue with its shareholders. On balance abstention is recommended.

Vote Cast: *Abstain* Results: For: 86.1, Abstain: 0.0, Oppose/Withhold: 13.9,

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

Vote Cast: *For* Results: For: 72.3, Abstain: 0.0, Oppose/Withhold: 27.7,

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

Vote Cast: *For* Results: For: 86.3, Abstain: 0.0, Oppose/Withhold: 13.7,

19. *Approve Political Donations*
Approval sought to make donations to political organizations and incur political expenditure not exceeding GBP100,000 in total. The Company did not make any political donations to European Union (EU) political organizations 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 totaling GBP 4,851,616 (USD 6,229,475) for the full year 2020 to US political organizations, non-federal-level political party committees and to campaign committees of various non-federal candidates, in accordance with their contributions programme. Donations to political organizations are not acceptable and are contrary to best practice. An oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 89.2, Abstain: 0.0, Oppose/Withhold: 10.8,

ASML HOLDING NV AGM - 29-04-2021

3.A. *Approve the Remuneration Report*
It is proposed to approve the implementation of the remuneration report. The payout is in line with best practice, being under 200% of the fixed salary. There are claw back clauses in place over the entirety of the variable remuneration, which is welcomed. However, the Company has not fully disclosed quantified targets against which the achievements and the corresponding variable remuneration has been calculated. Although a common practice in this market as this is deemed to be sensitive information, it prevents an accurate assessment and may lead to overpayment against underperformance. On balance, abstention is recommended.

Vote Cast: *Abstain* Results: For: 83.9, Abstain: 1.4, Oppose/Withhold: 14.7,

ROTORK PLC AGM - 30-04-2021

19. *Meeting Notification-related Proposal*
It is proposed that a general meeting of the Company other than an annual general meeting may be called on not lessthan 14 clear days' notice.
It is considered that 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: 83.5, Abstain: 0.0, Oppose/Withhold: 16.5,

BARCLAYS PLC AGM - 05-05-2021

29. *Shareholder Resolution: Disclose Climate Change Action Plan and Report Annually on Progresses*
Proponent's argument: Market Forces request that the Directors be authorised and directed by the shareholders to: 1. Set, disclose and implement a strategy, with further and improved short-, medium-, and long-term targets, to phase out its provision of financial services(1) to fossil fuel (coal, oil and gas) projects and companies(2) in timeframes consistent with Articles 2.1(a) and 4.1 of the Paris Agreement(3). 2. Report annually on progress under that strategy, starting from 2022, including a summary of the framework, methodology, timescales and core assumptions used, omitting commercially confidential or competitively sensitive information, and at reasonable cost. "[Continuing] to finance the coal sector in the way our company plans is unavoidably inconsistent with the Paris goals. The principle of phasing out financial services for coal over time is correct, but Barclays has deferred restricting financial services for companies that derive more than 30% of revenue from thermal coal until 2025, delayed lowering the restriction threshold to 10% until 2030, and has no final coal phase-out date. The reliance on revenue also creates a loophole whereby highly diversified companies with significant coal mining and coal power operations can continue to receive financial services. In addition, Barclays' restrictions on Arctic oil and gas drilling are unlikely to end its involvement in this practice, as many companies we are exposed to (such as ExxonMobil and Conocophillips) have diversified oil and gas portfolios predominantly outside the region. Our peers have moved further, placing general restrictions on the oil and gas sectors. Natwest has pledged to progressively withdraw support from non-net zero aligned activity in the oil and gas sectors, if they do not have credible transition plans in line with the Paris Agreement in place by the end of 2021. Our company risks being left behind as others in the sector apply more stringent restrictions."
Company's response: The board recommends a vote against this resolution as the Directors intend to do in respect of their own beneficial holdings. First, we have a new strategy, adopted only last year, to align us to the goals of the Paris Agreement without universally phasing out fossil fuel clients. It sets us on an operationally deliverable path, with specific targets and regular reporting, to reduce the financed emissions of our portfolio on the way to becoming a net zero bank by 2050. Secondly, we have already made meaningful progress over the last 12 months to design, refine and embed our detailed approach across Barclays. As the frontier of

what constitutes effective action to tackle climate change moves forward, our approach will naturally evolve with it, but we do not believe we should radically change course now from the path we have only just taken. Thirdly, the Board continues to believe that Barclays can make the greatest difference by supporting the transition to a low carbon economy, rather than by simply phasing out support for some of the clients who are most engaged in it. We believe that banks, especially those like Barclays with a large capital markets business, are in a unique position to help accelerate the transition by working with companies that are in the process of moving away from fossil fuels to renewables, as many of our clients have already begun to do.""
PIRC analysis: The report will be consistent with the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD). It will also include the evolution of emissions of the different business activities, facilities and assets over which the company maintains control, and will indicate annual progress with respect to the Greenhouse Gas Emissions Reduction Plan. The report on the climate strategy will be submitted each year to the ordinary general meeting.
Given the severity of the climate crisis, it is considered that companies should rely to every measure possible must be taken by investee companies to facilitate a net zero carbon transition, as well as to include shareholders and stakeholders in this process. With this respect, the Say on Climate mechanism is an important step in improving the quality and level of the disclosures and the company's plans to reduce them in line with its commitments. An advisory vote on the company's climate strategy, as well as a vote on the progresses made towards achieving the goals sets therein, is considered to be in the long-term interests of shareholders. Support is recommended.

Vote Cast: *For* Results: For: 12.3, Abstain: 12.2, Oppose/Withhold: 75.4,

HOWDEN JOINERY GROUP PLC AGM - 06-05-2021

7. *Elect Geoff Drabble - Senior Independent Director*
Lead Independent Director. Considered independent.

Vote Cast: *For* Results: For: 86.6, Abstain: 2.4, Oppose/Withhold: 11.0,

ASCENTIAL PLC AGM - 06-05-2021

9. *Elect Gillian Kent - Non-Executive Director*
Independent Non-Executive Director.

Vote Cast: *For* Results: For: 85.0, Abstain: 0.1, Oppose/Withhold: 14.9,

MELROSE INDUSTRIES PLC AGM - 06-05-2021

17. *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. It is noted that the company received significant opposition for the resolution in the 2020 AGM of 16.28% of the votes and it has not disclosed how it adress the issue with its shareholders. Abstention is recommended.

Vote Cast: *Abstain* Results: For: 80.3, Abstain: 1.6, Oppose/Withhold: 18.1,

ASTRAZENECA PLC AGM - 11-05-2021

5.G. *Re-elect Deborah DiSanzo - Non-Executive Director*
Independent Non-Executive Director.

Vote Cast: *For* Results: For: 85.9, Abstain: 0.1, Oppose/Withhold: 13.9,

5.I. *Re-elect Sheri McCoy - Non-Executive Director*
Independent Non-Executive Director.

Vote Cast: *For* Results: For: 73.9, Abstain: 0.1, Oppose/Withhold: 25.9,

5.L. *Re-elect Marcus Wallenberg - Non-Executive Director*
Non-Executive Director. Not considered independent owing to a tenure of over nine years. In addition, the director was the former CEO of Investor AB, a company which has a 3.93% interest in the issued share capital. However, there is sufficient independent representation on the Board. Support is recommended.

Vote Cast: *For* Results: For: 86.1, Abstain: 0.1, Oppose/Withhold: 13.8,

7. *Approve Remuneration Policy*
Policy Rating: ADC Changes proposed: i) Increase the maximum PSP award to 650% of the salary from the current 550%, ii) Pension contributions of current Executive Directors will be reduced to the level of the wider workforce (11% of the salary)
Overall disclosure is acceptable. The remuneration structure tends to promote excessive payouts. Total potential awards for the CEO under all incentive schemes are excessive as these can amount to significantly more than 200% of base salary. The PSP is subject to a three-year performance period which is not sufficiently long-term, though a two year post-vesting holding period applies, which is welcomed. Performance conditions do not operate interdependently, such that no payment is made for performance unless all performance conditions are achieved. Malus and claw back provisions apply for all the variable pay. Directors may be entitled to a dividend income on share awards which are paid out at the point of vesting. Such rewards misalign shareholders and executive interests as shareholders must subscribe for shares in order to receive dividends whereas participants in the scheme do not. It is stated that the Remuneration Committee will not grant cash or share awards as a 'golden hello'. Cash or share awards granted on joining the Company will be to compensate a new recruit for loss of previous remuneration awards only. Upside discretion can be used when determining severance payments especially for the vesting of outstanding share awards. This is contrary to best practice. The Company also states that downwards discretion may be used.

Vote Cast: *Oppose* Results: For: 58.8, Abstain: 2.2, Oppose/Withhold: 38.9,

9. *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. However, in the 2020 AGM the company received significant opposition of 14.73% of the votes. The company did not disclose information's how it address the issue with its shareholders. Abstention is recommended.

Vote Cast: *For* Results: For: 85.0, Abstain: 0.2, Oppose/Withhold: 14.8,

13. *Meeting Notification-related Proposal*
It is proposed that a general meeting of the Company other than an annual general meeting may be called on not lessthan 14 clear days' notice.
It is considered that 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: 88.2, Abstain: 0.2, Oppose/Withhold: 11.7,

14. *Amend Performance Share Plan*
It is proposed to approve the amendments to the AstraZeneca Performance Share Plan 2020 (PSP). The principal changes are: i)increase of the maximum opportunity level from 550% of the salary to 650% of the salary, ii) to permit dividend equivalent payments that accrue over the vesting period which shall reinvested in the Company's shares and iii) where a dividend is paid or payable by the Company in respect of dividend record dates between the date of grant of such awards and the date of vesting of such awards, the number of shares which are subject to such awards is notionally increased as if the dividend payable in respect of the number of shares subject to each such award were reinvested in additional shares in the Company at the time of such dividends. The proposed increase of the maximum is considered excessive at 650% of the salary and if the Annual Bonus maximum counted then total potential variable pay could reach 900% of the salary which is highly excessive. In addition, directors may be entitled to a dividend income on share awards which are paid out at the point of vesting. Such rewards misalign shareholders and executive interests as shareholders must subscribe for shares in order to receive dividends whereas participants in the scheme do not. Based on the mention concerns opposition is recommended.

Vote Cast: *Oppose* Results: For: 60.3, Abstain: 2.3, Oppose/Withhold: 37.4,

CAPITAL & COUNTIES PROPERTIES PLC AGM - 11-05-2021

9. *Re-appoint PricewaterhouseCoopers LLP as Auditor*
PwC proposed. Non-audit fees represented 1.30% of audit fees during the year under review and 39.19% 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.
In late 2020 International Auditing and Assurance Standards Board (IAASB) produced a consultation entitled, Fraud and Going Concern and refers to the "expectations gap" in the sense that the public expect more of auditors than is expected of them. By reference to conclusions of the BEIS Select Committee of Parliament and High Court decisions, there isn't an expectations gap so far as the UK at least is concerned. Indeed auditor duties in respect of fraud are onerous and in the Barings case at the High Court the issue of negligence didn't merely involve the signing of the public accounts by the audit partner with misstated amounts in, but earlier at the time more junior members of staff missed the fraud when it was smaller reviewing a bank reconciliation (a private and not public document).
The IAASB model of auditing is based on auditors certifying information that is "useful to users". That construct side-steps the crucial duties auditors have for the benefit of the company itself as the Barings case demonstrated. In PIRC's view that model fuels an unwarranted expectations gap and, if audits are limited by the standards misdirect the focus of audits to being "useful for users", a delivery gap because the legal standard and duty is broader than the standards themselves state. PIRC has therefore asked the IAASB to reissue its consultation and has also written to the largest accounting firms to repudiate the IAASB consultation and confirm that the concept of an 'expectations gap' does not limit the scope of their work. In parallel PIRC has reviewed responses from the largest accounting firms to the IAASB

determine whether they were encouraging or refuting the concept of an expectations gap. Both Deloitte and BDO correctly referred to the "expectations gap" being dependent on local laws. Both firms also referred to problems with international auditing standards and international accounting standards. BDO went so far as to make other recommendations as well. Mazars did similar in giving evidence to the BEIS Select Committee. In the absence of similar statements from PwC, KPMG, EY or Grant Thornton, PIRC is unable to support re-election or re-appointment of those firms as auditors.

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

12. *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: 78.6, Abstain: 0.0, Oppose/Withhold: 21.3,

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

Vote Cast: *For* Results: For: 82.4, Abstain: 0.0, Oppose/Withhold: 17.6,

CAIRN ENERGY PLC AGM - 11-05-2021

2. *Approve the Remuneration Report*
Disclosure: All elements of the Single Total Remuneration Table are adequately disclosed. The salary increase in the year under review for the CEO (1.7%) is considered to be in line with the rest of the company (3%). The CEO's salary is in the median of the comparator group.
Balance: Changes in CEO pay over the last five years are considered in line with Company's financial performance over the same period. Total CEO realized variable pay is considered acceptable at 131.2% of base salary. The ratio of CEO to average employee pay has been estimated and is found appropriate at 7:1.
Rating: AB

Vote Cast: *For* Results: For: 65.1, Abstain: 0.0, Oppose/Withhold: 34.9,

5. *Re-elect Nicoletta Giadrossi - Chair (Non Executive)*
Independent Non-Executive Chair and chair of the nomination committee.
At this time, the company has not reported its progresses made on the recommendations of the Parker report (2016), which seeks to improve the ethnic and cultural diversity of UK boards. As chair of the nomination committee, opposition is recommended.

Vote Cast: *Oppose* Results: For: 79.9, Abstain: 1.8, Oppose/Withhold: 18.3,

7. *Re-elect Peter Kallos - Senior Independent Director*
Senior Independent Director. Considered independent.

Vote Cast: *For* Results: For: 87.6, Abstain: 0.3, Oppose/Withhold: 12.0,

ULTRA ELECTRONICS HOLDINGS PLC AGM - 12-05-2021

9. *Elect Tony Rice - Chair (Non Executive)*
Independent Non-Executive Chair.

Vote Cast: *For* Results: For: 71.5, Abstain: 8.0, Oppose/Withhold: 20.5,

RENTOKIL INITIAL PLC AGM - 12-05-2021

2. *Approve Remuneration Policy*
Policy Rating: BCC Changes proposed: i) Annual Bonus, will be simplified by separating the personal performance element from the financial element. ii) Performance Share Plan (PSP),Annual share awards under the PSP will be increased from 250% to 375% for the CEO and from 200% to 300% for the CFO, iii) The threshold vesting level will reduce to 20% from 25%. This will mean that the proposed increase in the PSP will only be realized for delivering outperformance, as this change reduces the value at threshold to a level similar to that of the current Policy, iv) Pension contribution for new Executives will be aligned with the workforce(currently 3% of the salary) and v) Post-cessation guidelines will be introduced which will normally require Executive Directors to hold shares, for two years post-cessation, to the value of the shareholding guideline that applied at the cessation of their employment.
Total potential variable pay could reach 555% of the salary for the CEO and 480% of the salary for the CFO and is deemed excessive since is higher than 200%. For the Annual Bonus the separation of the personal element for the financial element means that the personal performance element will operate independently rather than acting as a modifier, which is welcomed. However 40% of the Bonus is defer to shares for a three year period, this is not considered adequate, it would be preferable 50% of the Bonus to defer to shares for at least three years. On the Personal Share Plan the performance period is three years which is not considered sufficiently long-term, however a two-year holding period apply which is welcomed. In addition, the remuneration committee will not used the the proposed Policymaximums in 2021. The increase will be phased with the CEO receiving an award of 325% in 2021 and our CFO receiving an award at the current Policy level of 200%. Although the phased increase in the maximum opportunity for the Executives is welcomed, still the limits used are excessive since they are higher than 200%. Directors may be entitled to a dividend income on share awards which are paid out at the point of vesting. Such rewards misalign 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 to all variable pay.

Vote Cast: *Abstain* Results: For: 76.9, Abstain: 0.6, Oppose/Withhold: 22.5,

4. *Amend Performance Share Plan*
It is proposed to amend the Performance Share Plan of the company. The Performance Share Plan was first approved by shareholders at the AGM in 2016 and subsequently amended at the AGM in 2018. It is proposed that the individual limit in the 2016 PSP Rules be changed to mirror the proposals in the new Directors' Remuneration Policy (the Policy), referred to under resolution 2 above. This means the annual individual limit in the 2016 PSP Rules will be increased to 375% of the salary of that individual (up from 250%) and the 300% limit in exceptional circumstances will be removed. The proposed increase of the limit is considered excessive, opposition is recommended.

Vote Cast: *Oppose* Results: For: 75.6, Abstain: 0.0, Oppose/Withhold: 24.4,

BP PLC AGM - 12-05-2021

13. *Shareholder Resolution: Climate Change Targets*

Proponent's argument: Follow This proposed that the company set and publish targets that are consistent with the goal of the Paris Climate Agreement: to limit global warming to well below 2C above pre-industrial levels and to pursue efforts to limit the temperature increase to 1.5C. "The goal of the Paris Climate Agreement is to limit global warming to well below 2C above pre-industrial levels, to aim for a global net-zero emission energy system, and to pursue efforts to limit the temperature increase to 1.5C. To reach the goal of the Paris Climate Agreement, the Intergovernmental Panel on Climate Change (IPCC) special report Global Warming of 1.5C (2018) suggests that global absolute net energy-related emissions should be reduced substantially by 2030 and be close to net zero by 2050, compared to 2010 levels (page 119, table 2.4). To allow maximum flexibility, the company may use whatever metric they deem best suited to set Paris-consistent emissions reductions targets, for example a relative GHG intensity metric (GHG emissions per unit of energy). Whatever metric is chosen (relative or absolute), the targets must be proven to lead to absolute emissions reductions compliant with the Paris Climate Agreement. We believe that the company could lead and thrive in the energy transition. We therefore encourage you to set targets that are inspirational for society, employees, shareholders, and the energy sector, allowing the company to meet an increasing demand for energy while reducing GHG emissions to levels consistent with the global intergovernmental consensus specified by the Paris Climate Agreement."

Company's response: The board does not support this resolution and recommends shareholders vote against it. "The board welcomes the expression of support from Follow This for bp's net zero ambition, targets and aims and agrees on the need to meet the goals of Paris. However, this resolution would have a negative impact on bp's ability to deliver its Paris-consistent strategy and value for shareholders. Therefore, we do not support it and recommend shareholders vote against it. Our reasons for not supporting the resolution are as follows: bp's ambition is to be a net zero company by 2050 or sooner, and to help the world get to net zero. To deliver that ambition, bp recently set out a bold strategy that is consistent with the Paris goals [...]. To deliver this strategy, bp has also laid out detailed short-, medium and long-term targets and aims – including for Scopes 1, 2 and 3 greenhouse gas emissions. These targets and aims, developed through extensive consultation with investors, are inextricably linked to our strategy. So, although the resolution suggests otherwise, asking us to change our targets and aims now would necessitate a change in strategy. Going back to the drawing board on strategy, targets and aims would disrupt our business plans and set us back at the very time when shareholders are asking us to focus on execution. The resolution would also compromise bp's resilience by constraining the board's ability to adjust the strategy to changing circumstances."

PIRC analysis: Most investors accept the Intergovernmental Panel on Climate Change (IPCC) recommendations that net emissions of carbon dioxide must fall by 45% by 2030 and reach 'net zero' by 2050 to maintain warming below 1.5 degrees Celsius and that these goals must be integrated into business planning decisions. Comprehensive reporting on climate impacts is in shareholders' interests both as a means of informing them of potential risks and opportunities faced by the company, of strategies put in place to manage those risks and opportunities, and of the evaluation of the potential impact of different scenarios, including a 1.5 degrees Celsius scenario, on their businesses, strategy, and financial planning.

Vote Cast: *For* Results: For: 20.0, Abstain: 3.3, Oppose/Withhold: 76.7,

HISCOX LTD AGM - 13-05-2021

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: 85.9, Abstain: 0.0, Oppose/Withhold: 14.1,

PRUDENTIAL PLC AGM - 13-05-2021

26. *Meeting Notification-related Proposal*
It is proposed that a general meeting of the Company other than an annual general meeting may be called on not lessthan 14 clear days' notice.
It is considered that 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: 89.5, Abstain: 0.0, Oppose/Withhold: 10.5,

ROLLS-ROYCE HOLDINGS PLC AGM - 13-05-2021

4. *Re-elect Sir Ian Davis - Chair (Non Executive)*
Chair. Independent upon appointment.

Vote Cast: *For* Results: For: 85.1, Abstain: 1.6, Oppose/Withhold: 13.3,

10. *Re-elect Beverly Goulet - Non-Executive Director*
Independent Non-Executive Director.

Vote Cast: *For* Results: For: 89.6, Abstain: 0.0, Oppose/Withhold: 10.4,

11. *Re-elect Lee Hsien Yang - Non-Executive Director*
Independent Non-Executive Director.

Vote Cast: *For* Results: For: 89.5, Abstain: 0.0, Oppose/Withhold: 10.5,

13. *Re-elect Sir Kevin Smith CBE - Senior Independent Director*
Senior Independent Director. Considered independent.

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

18. *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. It is noted that the company received significant opposition of 12.42% of the votes in the 2020 AGM, and it did not disclose how it address the issue with its shareholders. Opposition is recommended

Vote Cast: *Oppose* Results: For: 85.5, Abstain: 0.0, Oppose/Withhold: 14.4,

THE UNITE GROUP PLC AGM - 13-05-2021

20. *Authorise the Company to Call General Meeting with Two Weeks' Notice*
It is proposed that a general meeting of the Company other than an annual general meeting may be called on not lessthan 14 clear days' notice.
It is considered that 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: 88.1, Abstain: 0.3, Oppose/Withhold: 11.6,

ROYAL DUTCH SHELL PLC AGM - 18-05-2021

20. *Approve the Shell Energy Transition Strategy*
There does not appear to be any individual accountability for the policy, and the policy does not list the Chair as responsible for the climate strategy. Rather, the company management and the sustainability committee hold collective responsibility, which is considered too general, and against an effective execution and accountability overall.
The company states that it will review membership of associations with adverse positions on climate positions, however the are concerns surrounding this commitment, based on prior lobbying arrangements allegedly in contravention of company policy.
The company climate strategy has a timeline, for the purpose of measuring progress on emission reductions and the overall energy transition.
The company has said it will be carbon neutral by 2050 and has extended this commitment to its Scope 1, Scope 2 and Scope 3 emissions. However, this is caveated by 'being in step with customers and society'.
There are concerns surrounding the governance structure responsible for the implementation of these policies which raises concerns about their potential effectiveness. In addition, the strategy does not seemingly address the challenges the company faces, with competition from renewable energy potentially putting fossil fuel businesses out of business on grounds of costs. The company does not seem to have a clear plan for the competitive aspects of the energy transition: Shell anticipates that no new frontiers exploration will be undertaken after 2025, but there does not seem to be a sharp target or commitment. Moreover, decarbonising 'in step with society', as opposed to taking the lead to decarbonise, appears seemingly too accommodating and inconsistent with the policy objectives and some of the targets. Under such assumption, there is no guarantee that the targets would be reviewed to a lower ambition or that they will not be met at all. We would prefer to see all targets set out in terms of absolute emissions, not intensity. There is insufficient clarity on claims of carbon capture and storage and nature based solutions. Opposition is recommended.

Vote Cast: *Oppose* Results: For: 83.2, Abstain: 6.3, Oppose/Withhold: 10.6,

21. *Shareholder Resolution: Climate Change Targets*

Proponent's argument: Shareholders support the company to set and publish targets that are consistent with the goal of the Paris Climate Agreement: to limit global warming to well below 2C above pre-industrial levels and to pursue efforts to limit the temperature increase to 1.5C. "The goal of the Paris Climate Agreement is to limit global warming to well below 2C above preindustrial levels, to aim for a global net-zero emission energy system, and to pursue efforts to limit the temperature increase to 1.5C. To reach the goal of the Paris Climate Agreement, the Intergovernmental Panel on Climate Change (IPCC) special report Global Warming of 1.5C (2018) suggests that global absolute net energy-related emissions should be reduced substantially by 2030 and be close to net zero by 2050, compared to 2010 levels (page 119, table 2.4). To allow maximum flexibility, the company may use whatever metric they deem best suited to set Paris-consistent emissions reductions targets, for example a relative GHG intensity metric (GHG emissions per unit of energy). Whatever metric is chosen (relative or absolute), the targets must be proven to lead to absolute emissions reductions compliant with the Paris Climate Agreement. We believe that the company could lead and thrive in the energy transition. We therefore encourage you to set targets that are inspirational for society, employees, shareholders, and the energy sector, allowing the company to meet an increasing demand for energy while reducing GHG emissions to levels consistent with the global intergovernmental consensus specified by the Paris Climate Agreement."

Company's response: The board recommends a vote against this proposal. "Shell has already announced its target to become a net-zero emissions energy business by 2050 in step with society. The Company has also already published Paris-consistent short, medium, and long-term emission reduction targets that cover Shell's operations as well as our customers' emissions from the use of all the energy products we sell. Comprehensive details about these ambitions and Shell's business strategy were announced at the Company's Strategy Day on February 11, 2021 and are available on Shell's investor website www.shell.com/investors. These commitments build on Shell's track record of actions over several years to address the energy transition and climate challenge. Furthermore, the Company has announced its intention to offer shareholders an advisory vote every three years, beginning 2021, on our energy transition strategy, as well as an annual advisory vote thereafter on our progress in executing our strategy. In line with that announcement, we have proposed a resolution – the first of its kind in the sector – that offers shareholders an opportunity to directly express their support (or not) for the Company's Energy Transition Strategy. This combination of targets and the Company's proactive seeking of advisory votes has been recognised by, and demonstrates the value of the extensive and constructive consultation over recent years with investor groups, including the Institutional Investors Group on Climate Change (IIGCC), CA100+ and the Church of England Pension Board. We thank them for their important contributions and their support."

PIRC analysis: Most investors accept the Intergovernmental Panel on Climate Change (IPCC) recommendations that net emissions of carbon dioxide must fall by 45% by 2030 and reach 'net zero' by 2050 to maintain warming below 1.5 degrees Celsius and that these goals must be integrated into business planning decisions. Comprehensive reporting on climate impacts is in shareholders' interests both as a means of informing them of potential risks and opportunities faced by the company, of strategies put in place to manage those risks and opportunities, and of the evaluation of the potential impact of different scenarios, including a 1.5 degrees Celsius scenario, on their businesses, strategy, and financial planning.

Vote Cast: *For* Results: For: 29.4, Abstain: 3.4, Oppose/Withhold: 67.2,

4IMPRINT GROUP PLC AGM - 18-05-2021

5. *Elect Charles John Brady - Non-Executive Director*

Independent Non-Executive Director.

Vote Cast: *For* Results: For: 72.1, Abstain: 10.3, Oppose/Withhold: 17.6,

NEXT PLC AGM - 20-05-2021

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

Vote Cast: *Oppose* Results: For: 84.1, Abstain: 2.2, Oppose/Withhold: 13.7,

PURETECH HEALTH PLC AGM - 27-05-2021

2. *Approve the Remuneration Report*
All elements of the single total remuneration table has been disclosed. The CEO's salary is in the median of a peer comparator group. The face values of the PSP awards are disclosed. The CEO's total variable remuneration under all incentive schemes stands at 745.9% of base salary which is considered excessive. The ratio of CEO pay compared to the average employee pay is considered acceptable at 6:1.
Rating: AE

Vote Cast: *Oppose* Results: For: 88.8, Abstain: 1.0, Oppose/Withhold: 10.2,

3. *Approve Remuneration Policy*
Overall, disclosure is considered adequate. Maximum potential awards for both the Annual Bonus and LTIP are clearly stated.
Balance: Total potential awards capable of vesting under the policy is 600% which exceeds the recommended threshold of 200% of the highest paid Director's base salary. The Annual Bonus utilises multiple performance metrics which is welcomed. However, there is no deferral period attached to the Annual Bonus which is not considered appropriate. Best practice would see half of the bonus deferred in shares over at least two years. Also, the performance metrics for both the annual bonus and LTIP are not operating interdependently, such that vesting under the incentive plan is only possible where all threshold targets are met. Also, the performance period for the LTIP is less than five years and is therefore not considered sufficiently long-term. However, the addition of a two-year holding period is welcome. Directors are entitled to a dividend income which is accrued on share awards from the date of grant, once the awards vest. Dividend should be paid from the date awards vest onwards, and not backdated to the time of grant to include the performance period. Awards can be granted at an exceptional level for new recruits. Such exceptional awards are not supported as it increases the overall quantum available to directors and contributes to excessive remuneration practices within companies.
Rating: BDC

Vote Cast: *Oppose* Results: For: 83.0, Abstain: 1.0, Oppose/Withhold: 15.9,

6. *Elect Kiran Mazumdar-Shaw - Non-Executive Director*
Independent Non-Executive Director. 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 that the Company's sustainability policies and practice are not considered to be adequate in order to minimize material risks linked to sustainability, an abstain vote is recommended.

Vote Cast: *Abstain* Results: For: 83.9, Abstain: 0.5, Oppose/Withhold: 15.6,

8. *Elect Christopher Viehbacher - Chair*
Independent Non-Executive Chair of the Board.

Vote Cast: *For* Results: For: 88.7, Abstain: 0.0, Oppose/Withhold: 11.3,

HSBC HOLDINGS PLC AGM - 28-05-2021

16. *Shareholder Proposal: Find an Equitable Solution to the Unfair, Discriminatory but Legal Practice of Enforcing Clawback on Members of the Post 1974 Midland Section Defined Benefit Scheme*
Proponent's argument: Shareholders propose to instruct the directors to accept the moral arguments and discuss options to remedy the inequality and the unfair impact of clawback.
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 into account the years of service and not of insurance contributions. The bank incorrectly claim that they cannot change the Midland Section Defined Benefit Scheme (DBS) without changing all the schemes within the Bank's UK pension schemes. Of the 23 sections of the DBS only the Midland Section suffers clawback. An All-Party Parliamentary Group (APPG) has been formed with the aim of challenging HSBC to remove Clawback from its pension scheme. Formalities for completing the relaunch of this APPG were delayed due to the Coronavirus pandemic, but it is now active again and will be giving this campaign increased focus and support in 2021. The bank has previously cancelled all appointments arranged with the Midland Clawback Campaign committee and now refuse to participate in any communication. Whilst technically legal, speeches within Parliament describe the practice of clawback as " . . . morally offensive because it is unfair". HSBC Clawback is not linked to salary but to State Pension. In practice, this means that if a top manager and a junior sta¡ member work an equal number of years, an identical deduction is made to their company pension. This is an inequality and is hugely disproportionate. Past employment practices now demonstrate that many more women are adversely affected than men, plunging many into financial distress.
Company's response: 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. State Deduction has been fully communicated throughout, which has also been verified by the Trustee of the HSBC Bank (UK) Pension Scheme and the company is concerned that changing State Deduction for the Section may give rise to unequal treatment of others. The integration of state and private sector pension benefits was a common practice at the time and still a common feature as per the company's recent survey results. State Deduction is not considered outdated as it is still a common feature in private sector schemes and reflected in current legislation and survey results. Comparable schemes have maintained integration and not removed it on grounds of it being unfair or inappropriate. The company also argues to be have provided the Midland Campaign Group with details of the correct calculation method and worked examples. The Government Minister for Pensions has maintained support for State Deduction and has been cited in the Parliamentary Briefing Paper and the Equality and Human Rights Commission has confirmed that the use of State Deduction is lawful.
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 Scheme at 30 June 2009, as this was when the Scheme became contributory. It is a proportion of the Basic State Pension amount on the earlier of (i) the date the member left pensionable service, or (ii) on 30 June 2015 when the build-up of final salary pensions stopped.
PIRC analysis: The policy that the Company applies is legal according to the practices of the pensions scheme in the UK. The valuation for the entire HSBC Bank (UK) Pension Scheme was in surplus of GBP 2.5 billion on an ongoing basis as at 31 December 2020 (as per page 303 of the annual report), including include defined contribution assets amounting to GBP 2.4 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: 4.5, Abstain: 1.4, Oppose/Withhold: 94.2,

RECKITT BENCKISER GROUP PLC AGM - 28-05-2021

2. *Approve the Remuneration Report*

Disclosure: All elements of the directors remuneration in the single figure table are adequately disclosed. Dividend equivalents are not separately categorised. Future performance conditions and targets for long term incentives are currently not disclosed.

Balance: The directors salary is in the median of its peer group. The change in CEO total pay over the last five years is considered acceptable as it is commensurate with the change in TSR over the same period. Variable remuneration paid to all directors in the year under review is considered excessive as it exceeds 200% of salary for the CEO. The CEO to average employee pay ratio is considered unacceptable at 117:1.

Rating: AC

The remuneration report received significant opposition at the previous meeting, and it is considered that the company has not adequately addressed this. For this reason, opposition is recommended.

Vote Cast: *Oppose* Results: For: 81.2, Abstain: 1.4, Oppose/Withhold: 17.4,

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: 87.9, Abstain: 0.1, Oppose/Withhold: 12.0,

24. *Authorise the Company to Call General Meeting with Two Weeks' Notice*

It is proposed that a general meeting of the Company other than an annual general meeting may be called on not lessthan 14 clear days' notice.

It is considered that 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: 87.3, Abstain: 0.1, Oppose/Withhold: 12.7,

ALPHABET INC AGM - 02-06-2021

11. *Shareholder Resolution: Amend Certificate of Incorporation to Become a Public Benefit Corporation*

Proponent's argument: Shareholders request our Board of Directors take steps necessary to amend our certificate of incorporation and, if necessary, bylaws (including presenting such amendments to the shareholders for approval) to become a public benefit corporation (a PBC), contingent on Class B stockholders converting sufficient

Class B shares to Class A or Class C to ensure that at least 60% of the Company's voting power is not beneficially owned or controlled by the holders of Class B Shares. "As a conventional corporation, the duties of Company directors emphasize shareholders, not stakeholders (except to the extent they create value for shareholders). In contrast, PBC directors must "balance" interests of shareholders, stakeholders, and specified benefits,3 allowing the corporation to protect communities, even when it reduces financial return to shareholders in the long run. This distinction is critical. The Company's capacity to link people around the globe provides potential to contribute to religious persecution,4 put democracy at risk,5 and undermine vaccination. Threats to freedom, democratic principles, and public health could be prioritized at a PBC, even if it sacrifices return. These threats matter to the vast majority of our diversified shareholders: as of September 2020, the top five holders of the Company's shares were mutual fund companies with indexed or otherwise broadly diversified portfolios. Diversified shareholders lose when companies harm the economy, because the value of diversified portfolios rises and falls with GDP. While the Company may profit by ignoring costs it inflicts on society, its diversified shareholders ultimately internalize those costs. [...] Shareholders deserve an opportunity to vote on an amendment that will align our governance with shareholder interests and the global community in order to create meaningful accountability."
Company's response: The board recommends a vote against this proposal: "our Board of Directors takes a holistic approach in making business and strategic decisions. In today's business environment, the link between corporate conduct and the related impact to stockholder value is ever-increasing. As such, consideration of the effect of corporate actions on various stakeholders, which is permitted by Delaware law, in some cases could be an important factor in the exercise of the Board of Directors' fiduciary duty to make informed decisions. We recognize the way we address broader social challenges may impact a number of aspects of our business, including our financial performance, relationships with our current and potential users and investors, and ability to attract and retain the world's best talent. As such, we believe conducting business in a socially responsible and sustainable manner is part and parcel of making business decisions that seek to enhance our ability to succeed over the long term. Our current structure in no way hinders our ability to undertake a wide range of impactful short-term and long-term projects and initiatives that could be considered "public benefits" as defined in the Delaware law, and we continually engage in projects and initiatives that may be viewed as "protect[ing] communities."
PIRC analysis: In recent years, there has been an increasing number of companies in markets overseas (France, Italy) that have changed their articles to become Public Benefit Corporation, or the equivalent local nomenclature. The main feature of a benefit company is the inclusion of Environmental, social and societal objectives (the mission) in the corporate purpose, which is considered to have an impact on effective alignment between shareholders and stakeholders, besides and beyond a statement by the chair or the Chief Executive. Support is therefore recommended.

Vote Cast: *For* Results: For: 1.2, Abstain: 0.3, Oppose/Withhold: 98.6,

9. *Shareholder Resolution: Report on Charitable Contributions*
Proponent's argument: shareholders of Alphabet, Inc. request that the Company prepare and annually update a report to shareholders, at reasonable expense and excluding proprietary information, listing and analyzing charitable contributions during the prior year. "The Securities & Exchange Commission has long and consistently stated that charitable contributions by corporations are 'generally found to involve a matter of corporate policy which is extraordinary in nature and beyond a company's ordinary business operations,' and so is amenable, without omission, to shareholder proposals to require reporting about them and about potential or realized risks and controversies arising from them, so long as the proposal relates to the corporation's "charitable contributions generally," rather than merely to some segment of the corporation's charitable contributions. The need for such reporting has grown particularly acute in this shareholder season. Many corporations, including the Company have committed to making significant charitable contributions in recent months. The political and social events which triggered these commitments are potentially highly divisive, and carry with them significant potential for misapplication of well-intentioned contributions to activities fraught with risk to the Company's reputation. It has therefore become more important than ever for corporations, and for Company specifically, to monitor carefully, and to report to shareholders, the content of, intentions for, actual use of and lessons learned from its charitable contributions."
Company's response: The board recommends a vote against this proposal. " In March of 2021, Google.org launched the global $25 million Impact Challenge for Women and Girls to support nonprofits and social organizations around the world that are working to advance the economic empowerment of women and girls and create pathways to prosperity. Impact Challenge grantees will receive funding, mentoring from Googlers, Ad Grants and additional support to bring their ideas to

life. Over the last 5 years, Google.org has provided $55M to nonprofit organizations supporting gender equity and this Impact Challenge builds on this long-standing work. • In 2020, Google.org announced $100 million to support the global COVID-19 response, focusing on health and science, distance learning, and economic relief and recovery. As a part of this commitment, Google.org gave over $9 million to the World Health Organization's COVID-19 Solidarity Response Fund (through the UN Foundation) and Center for Disaster Philanthropy to support preparedness, containment, response and recovery efforts. Another $10 million was dedicated to a distance learning fund focused on organizations like Khan Academy that are helping educators and parents access digital resources needed to provide high quality learning opportunities to children during COVID-19. Additionally, Google provides technology, funding, and volunteers to better prepare communities ahead of natural disasters, ensure effective relief, and support long term recovery. This past year, Google. org gave over $4 million in response to other crises around the world. • In 2020 Google.org pledged $12 million to support organizations working to advance racial justice. Among them were $1 million grants each to the Leadership Conference Education Fund, the NAACP Legal Defense, the Educational Fund's Policing Reform Campaign, and the Center for Policing Equity."
PIRC analysis: The transparency and completeness of the company's reporting on charitable spending could be improved. The board's argument makes clear that its compliance with lobbying and other spending disclosure regulations complies only with the minimum requirements: this is considered incomplete and insufficient. Moreover, it is to the benefit of the company and its shareholders to be open about charitable 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 (for example by disclosing as charitable contributions some donations that should instead be reported as lobbying or political spending). The request for a report is considered reasonable and a vote for the resolution is recommended.

Vote Cast: *For* Results: For: 0.6, Abstain: 0.2, Oppose/Withhold: 99.2,

10. *Shareholder Resolution: Report on Risks Related to Anticompetitive Practices*
Proponent's argument: shareholders of Alphabet Inc. ask the board of directors to report to shareholders on how it oversees risks related to anticompetitive practices, including whether the full board or board committee has oversight responsibility, whether and how consideration of such risks is incorporated into board deliberations regarding strategy, and the board's role in Alphabet's public policy activities related to such risks. "Criticism of Google has focused on its use of its monopoly over internet search and its access to user data to eliminate competitors not only in search but also in adjacent areas such as online shopping. A September 2020 survey found that 58% of Americans are not "confident they are getting objective and unbiased search results when using an online platform to shop or search;" 85% are very or somewhat concerned about the amount of data online platforms store about them. The House Judiciary Committee's Antitrust Subcommittee began investigating competition in digital markets in 2019, focusing on Amazon, Apple, Facebook, and Google. The Subcommittee reviewed over a million documents and held seven hearings, including one at which Alphabet CEO Sundar Pichai testified. The Subcommittee's staff report was scathing: It found that companies' control over key distribution channels allows them to eliminate competition and "pick winners and losers throughout our economy," inhibiting innovation and reducing consumer choices. The report found that Google leveraged its search monopoly to "boost Google's own inferior vertical offerings" and concluded that "Google increasingly functions as an ecosystem of interlocking monopolies.[...]Backlash against anticompetitive practices can increase pressure for new regulation. Sixty percent of Americans favor more regulation of online platforms. The European Union is considering adopting new regulations and/or a "new competition tool" to deal with structural competition problems not effectively addressed through current rules."
Company's response: The board recommends a vote against this proposal. "Our Board of Directors does not believe that an additional report as detailed in the proposal would enhance our stockholders' understanding of how the company oversees competition risks. In fact, the requested report could be a detriment to both the company's and our stockholders' interests. As disclosed in our filings with the SEC, our company is involved in legal proceedings concerning antitrust and various competition matters both in the United States and in other jurisdictions around the world, and disagrees with a number of the claims and characterizations in those matters and in the supporting statement to this proposal. As a practical matter, most of the information relating to the company's legal strategies and risks in connection with these legal proceedings are privileged and/or confidential. As such, the proposal, if implemented, may interfere with management's and our Board of Directors' ability to adequately and fully respond to and defend against the ongoing investigations and legal proceedings."
PIRC analysis: Discussions relating to potential anti-competitive practices derived from concentrated markets, and wider competition-related ESG concerns such as

tax avoidance and monopsony power, indicate increased likelihood of regulatory intervention. In the UK, the Competition and Markets Authority (CMA) has indicated concern that the economic impact of the COVID-19 pandemic may contribute to greater market concentration, referred to market concentration as being a concern with platform businesses and, in April 2021, it launched a Digital Markets Unit. The European Union is also exploring greater regulatory intervention in relation to digital businesses, while President Biden has nominated Lina Khan, an advocate of stronger anti-trust enforcement, to the Federal Trade Commission. These developments suggest that pressure for greater political and regulatory intervention will increase. Competition issues are also gaining momentum within Responsible Investment, as some players recognise the need for change: a survey of ESG influencers in the investment industry carried out by think tank Preventable Surprises in 2020 found two thirds agreeing that industry concentration needed tackling even it led to lower profitability. Clearly greater regulatory intervention has the potential to be a financially material issue for investors to consider. While the proposal addresses key issues for the short- and medium-term of the company, the board's response fails to make a case as of why this proposal be counter-productive. Support is recommended.

Vote Cast: *For* Results: For: 12.4, Abstain: 0.3, Oppose/Withhold: 87.4,

4. *Shareholder Resolution: Equitable Voting Rights*

Proponent's argument: Shareholders request that our Board take all practicable steps in its control to initiate and adopt a recapitalization plan for all outstanding stock to have one vote per share. We recommend that this be done through a phase-out process in which the board would, within seven years or other timeframe justified by the board, establish fair and appropriate mechanisms through which disproportionate rights of Class B shareholders could be eliminated. This is not intended to unnecessarily limit our Board's judgment in crafting the requested change in accordance with applicable laws and existing contracts. "In our company's multi-class voting structure, Class B stock has 10 times the voting rights of Class A. As a result, Mr. Page and Mr. Brin currently control over 51% of our company's total voting power, while owning less than 12% of stock – and will continue to do so even though they have stepped down from leading our company. This raises concerns that the interests of public shareholders may be subordinated to those of our co-founders. Due to this voting structure, our company takes public shareholder money but refuses shareholders an equal voice in our company's management. For example, it was primarily the weight of the insiders' 10 votes per share that permitted the creation of a non-voting class of stock (class C) despite the fact that the 'majority of [shareholders] voted to oppose the maneuver.' The New York Times reported that 'only about 12.7 percent of Google's Class A stockholders - other than Mr. Brin, Mr. Page and other Google directors and employees - voted in support of issuing the Class C stock . . . With little regard for the shareholders' opinion, Google continued with the plan.'"
Company's response: The board recommends a vote against this proposal. "We believe that our success is owed in large part to the leadership and vision originated by our Co-Founders, Larry and Sergey, and carried on today by Alphabet CEO Sundar Pichai, who wrote in his letter to our stockholders in 2018: "We are fortunate to have a timeless mission, and the way we approach it continues to evolve. Each phase change has been the result of careful, long-term planning that began by placing big bets in areas we believed would pay big dividends for society 5, 10, even 20 years down the road." Through their collective leadership and focus on innovation and long-term growth, we have established a track record of building a strong company and creating stockholder value. We believe that the stability provided by the tri-class voting structure insulates us from short-term pressures and gives us greater ability to focus on long-term interests than might otherwise be the case. 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 we 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 a majority of the voting power of our outstanding common stock at the 2012 Annual Meeting of Stockholders. Every investor purchasing a share of our Class A common stock and our Class C capital stock is aware of this capital structure, which is disclosed in detail in our public filings with the SEC. Many are attracted to our stock by the long-term stability that Larry and Sergey continue to provide to the company as active Board members, our largest Class B stockholders, and Co-Founders."
PIRC analysis: It is considered that the existing class structure treats the majority of shareholders inequitably; the principle of one-share-one-vote is considered to be best practice and voting rights should be allocated equitably. Support is recommended.

Vote Cast: *For* Results: For: 31.4, Abstain: 0.1, Oppose/Withhold: 68.5,

5. *Shareholder Resolution: Require Independent Director Nominee with Human and/or Civil Rights Experience*

Proponent's argument: Shareholders request that Alphabet's Nominating and Corporate Governance Committee nominate for the next Board election at least one candidate who: has a high level of human and/or civil rights expertise and experience and is widely recognized as such, as reasonably determined by Alphabet's Board, and will qualify as an independent director within the meaning of the listing standards of the New York Stock Exchange. "Shareholders are concerned Alphabet's content governance has proven ineffectual and poses risk to shareholder value. Alphabet has extraordinary impact on human and civil rights, controlling an estimated 90 percent of the search market. Nearly two billion people use YouTube monthly, with YouTube's recommendation algorithm driving approximately 70 percent of viewing. Civil rights advocates have criticized Alphabet for failing to address hate speech that targets communities of color and marginalized groups. YouTube launched a 100 million dollar fund for black creators, yet the New York Times reports YouTube has been "successfully weaponized by racists...to undermine Black Lives Matter." The company faces a class action lawsuit from black creators alleging Alphabet violated laws intended to prevent racial discrimination. [...]Amnesty International concluded Google's "surveillance-based business model is incompatible with the right to privacy and poses a serious threat to a range of other human rights." An unsealed court document revealed Google is enabling reverse search warrants to disclose everyone who searched a keyword rather than information on known suspects, a practice under challenge for violating civil rights. In 2019, Google was fined a record 170 million dollars by the Federal Trade Commission and New York Attorney General Letitia James over YouTube's violation of children's privacy. Now, a 3 billion dollar United Kingdom lawsuit alleges YouTube has 'systematically broken [privacy] laws by harvesting children's data.'"

Company's response: The board recommends a vote against this proposal. "We believe the members of our Board of Directors are qualified and equipped to provide risk oversight of civil and human rights issues. As we describe in more detail in the Director Selection Process and Qualifications section beginning on page 27 of this proxy statement, our Nominating and Corporate Governance Committee uses a variety of methods for identifying and evaluating nominees for directors, balancing the appropriate size and composition of the Board of Directors and its respective committees with the qualifications of candidates in light of these needs. The Nominating and Corporate Governance Committee factors into its determination the following qualities, among others: integrity, professional reputation and strength of character, educational background, knowledge of our business, diversity of professional experience, and ability to represent the best interests of our stockholders. Most of our directors also have experience serving on boards of directors and board committees of other public companies, and have an understanding of corporate governance practices and trends, different business processes, challenges, and strategies. Other directors have experience as presidents or trustees of significant academic, research, and philanthropic institutions, which also brings unique perspectives to our Board of Directors. Further, our directors also have other experience that makes them valuable members, such as entrepreneurial experience and experience developing technology or managing technology companies, which provides insight into strategic and operational issues faced by us."

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 workforce. There are benefits from a diverse board where experts from different disciplines concur to shape the company's strategy and public image. Disclosure surrounding the board's policy on gender diversity (including selecting, recruiting and retaining) allows shareholders to consider board diversity in the context of the long-term interests of the company. In this sense, it is considered of best interest of the company and its shareholders and stakeholders, that the board includes human/civil rights experts, in order to transform a policy into a target and to reassures shareholders, consumers and stakeholders more broadly that a diverse board is not just an aspiration but a goal.

Vote Cast: *For* Results: For: 10.3, Abstain: 0.2, Oppose/Withhold: 89.5,

6. *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 or vesting conditions that may apply to senior executives under the Company's compensation plans or arrangements. For the purposes of this proposal, "sustainability" is defined as how environmental and social considerations, and related financial impacts, are integrated into long-term corporate strategy, and "diversity" refers to gender, racial, and ethnic diversity. "The tech diversity crisis

threatens worker safety, talent retention, product development, and customer service. These human capital risks are playing out at Alphabet: • In 2019, more than 2,000 Google workers "signed a petition to remove a member of the company's newly formed council on artificial intelligence ethics for alleged anti-trans and anti-immigrant views." ("Google loses diversity chief amid unrest over workplace issues," CNET, April 2019). • In December 2020, the former co-leader of Google's "Ethical A.I. team" claimed that she was fired after criticizing shortcomings in Google's approach to inclusive hiring and biases in artificial intelligence systems. Alphabet has taken steps to address inclusion, but risks remain as our Company remains predominantly white and male. According to Google's 2020 diversity report, underrepresented people of color account for only 7.9 percent of Google's tech workforce and only 6.8 percent of leadership. In 2020, CEO Sundar Pichai responded to ongoing structural racism and racist violence, including the murder of George Floyd, by announcing new goals and resources. This includes goals to increase representation of underrepresented groups at senior levels and "more than double the number of Black+ Googlers at all other levels by 2025." However, it is not clear how that strategy is driven by executive accountability. Clearly disclosed, comprehensive links among sustainability, diversity, and executive compensation would help deliver change and improve human capital management. Peers such as Microsoft, Intel, and IBM have already begun linking parts of compensation to diversity goals."
Company's response: The Board of Directors recommends a vote against this proposal. "We are committed to scaling diversity, equity, 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. We are focused on measurable goals, talent development, and building an inclusive culture because we believe only a holistic approach to diversity will produce meaningful, sustainable change. We report attrition data externally and we are using this data to help inform how we approach our diversity and inclusion efforts. Over the last year we have seen progress in a number of areas. Since 2018, we continued to increase representation for women globally, and for Black+ and Latinx+ employees in the U.S. We saw the largest increase in our hiring of Black+ technical employees that we have ever measured. Additionally, in 2020 we announced our Racial Equity Commitments, which are focused on building sustainable equity for Google's Black community and making our products and programs helpful in the moments that matter most to Black users. [...] Further, in assessing the individual performance of our named executive officers, their performance against these types of strategic goals are considered by the Leadership Development and Compensation Committee."
PIRC 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: 12.2, Abstain: 0.2, Oppose/Withhold: 87.6,

7. *Shareholder Resolution: Report on Takedown Requests*
Proponent's argument:shareholders request the Board of Directors issue a report (within a reasonable time frame, at reasonable cost, and excluding confidential information) assessing the feasibility of publicly disclosing on an annual basis, by jurisdiction, the list of delisted, censored, downgraded, proactively penalized, or blacklisted terms, queries or sites that the company implements in response to government requests. "There is increasing evidence of a contradiction between Google's principles and its actions. Buzzfeed reported: "According to Google's own stats, the Russian government has made 175 separate requests for the search engine to remove sites it has banned, totaling more than 160,000 separate URLS...About 80% of the total requests...resulted in removal." PEN America said: "we need far more transparency regarding which sites Google has removed from its search results, as well as the internal evaluation and criteria that Google used for determining whether these sites should be taken down." ARTICLE 19 submitted expert opinion to Russia's Constitutional Court regarding the removal of articles on hate crimes from Google search, saying: "search engine operators are prohibited by the Law from disclosing any information pertaining to the applicant's request...this constitutes a disproportionate restriction on the right to freedom of expression. . . and a breach of their rights to a fair trial and to an effective remedy." In addition, reports of proposed amendments to India's Information Technology Act indicate that it may soon be mandatory for firms like Alphabet to proactively deploy technology to suppress content. Google states its Transparency Reports 'provide a glimpse at the wide range of content removal requests that we receive, but they are not comprehensive.' "
Company's response: The board recommends a vote against this proposal. "In 2010, we launched the Google Transparency Report with the mission of sharing data that sheds light on how the policies and actions of governments and corporations affect privacy, security, and access to information. Under the "Government requests

to remove content" section of the report, we voluntarily disclose the number of requests we receive from courts and government agencies in six-month periods. Further, we organize the requests and items by reason given for removal request, type of Google product, and whether the requesting government body was a member of the judicial or executive branch. We also provide this information on a country/regional basis. [...]Additionally, we provide transparency about removals via Lumen, a project of Harvard University's Berkman Center for Internet & Society. Lumen works with a variety of international research partners to offer information about the global landscape of Internet takedown requests. Lumen posts and analyzes different kinds of requests to remove material from the Internet, including requests based on copyright claims. Lumen receives these requests from participating companies as well as from individuals. When we are able to do so legally, Google links from our search results to the requests published by Lumen in place of removed content. [...]We are committed to tackling the challenge of quickly removing content that violates our Community Guidelines and reporting on our progress. That is why in April 2018 we launched a quarterly YouTube Community Guidelines Enforcement Report [...]. As part of this ongoing commitment to transparency, we expanded the report to include additional data like channel removals, the number of comments removed, the policy reason why a video or channel was removed – and most recently, appeals data. Each quarter we may see these numbers fluctuate, especially when our teams tighten our policies or enforcement on a certain category to remove more content.

PIRC analysis: A report on the websites that have been de-listed or banned as a result of a request from local authorities is considered to be in shareholders' best interest as a means of ensuring that the management and board of a company gives due consideration to these issues, including geographical representation of the requests, and can perform a deeper, year-on-year analysis of privacy and security issues globally. In any case, it is likely the Company has most of the data requested already available. Support for the vote is recommended.

Vote Cast: *For* Results: For: 13.3, Abstain: 0.3, Oppose/Withhold: 86.4,

8. *Shareholder Resolution: Report on Whistleblower Policies and Practices*

Proponent's argument: Shareholders of Alphabet, Inc. urge the Board of Directors to oversee a third-party review analyzing the effectiveness of its whistleblower policies in protecting human rights. A report on the review, prepared at reasonable cost and omitting confidential or proprietary information, should be publicly disclosed on Alphabet's website. "Whistleblower protections are vital to a well-functioning system. The Department of Labor has reported a major problem with whistleblower protections is the "lack of resources and proper tracking of complaints." According to the Organisation for Economic Co-operation and Development, "A non-retaliation policy alone, without a system to ensure its respect (such as disciplinary action against those who retaliate), is unlikely to encourage reporting." For years, Alphabet has faced controversies about retaliating against workers. In December 2020, the National Labor Relations Board (NLRB) alleged Google illegally fired and surveilled employees involved in labor organizing, alleging "interfering with, restraining, and coercing employees in the exercise of their rights." [Lastly] in December 2020, Google fired the prominent co-lead of its Ethical Artificial Intelligence team, Dr. Timnit Gebru, who was researching the risks of technology, including Google's. The firing prompted media attention, social media backlash, and an open letter signed by thousands of employees stating the firing "heralds danger for people working for ethical and just AI - especially Black people and People of Colour - across Google.[...] Reporting suggests that many Google employees who have resigned or been fired, including executives, publicly report retaliation after voicing human rights implications of company practices, including systemic workplace racism and sexism, and projects enabling censorship, surveillance, and war. "I'm proud of what I did, and I believe everyone has a right to know what their work is being used for," said an employee who resigned after protesting Google's contract with Customs and Border Protection. These red flags suggest the potential for culture, ethics, and/or human rights problems internally."

Company's response: The board recommends a vote against this proposal. "We [...] protect whistleblowers by thoroughly investigating allegations of retaliation and imposing discipline when we substantiate retaliation allegations. And for the past six years, we have shared with our employees, on an annual basis, an Internal Investigations Report, which provides transparency into the type of concerns employees have raised, the number of concerns employees have raised, and how the company has resolved those concerns. While we disagree with a number of the claims and characterizations in this proposal, beginning in September 2020, we have committed to updating our workplace policies and practices, including: • Continuing to enhance investigations processes, including how we escalate concerns, how quickly we respond, how we reopen cases, and more • Offering four follow-up meetings over two years to complainants involved in harassment, discrimination, or retaliation investigations following an investigation • Continuing to analyze investigations data to ensure that lessons learned are captured and relied upon to further

improve our policies, training and investigation outcomes • Providing information about how sexual harassment and other allegations are investigated through the annual Internal Investigations Report and Investigations Practice Guide • Continuing to allow those who settle claims of sexual harassment and related retaliation to disclose the facts and circumstances underlying such claims • Reporting to our Board of Directors on effectiveness of the company's sexual harassment and retaliation compliance programs and proposed changes The ability to raise concerns helps protect and preserve the company's special culture and is key to our long-term success.
PIRC analysis: The absence of a whistle-blowing system or hotline at the company increases the risk for potential corporate malpractice being disclosed publicly instead of being solved internally. On the other hand, there have been reported cases of companies using the whistle-blowing hotline to track down dissenting employees and fire them. It is in the company's and shareholders' best interests to have a report prepared, which could clearly follow up on the adoption of whistle-blowing policies and practices, as opposed to a simple company's statement without due diligence that could show the actual exposure to legal and reputational risks.

Vote Cast: *For* Results: For: 10.3, Abstain: 0.3, Oppose/Withhold: 89.4,

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

Vote Cast: *Oppose* Results: For: 79.7, Abstain: 0.1, Oppose/Withhold: 20.1,

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

Vote Cast: *Oppose* Results: For: 78.5, Abstain: 0.1, Oppose/Withhold: 21.4,

1.10. *Elect K. Ram Shriram - Non-Executive Director*
Non-Executive Director. Not considered independent owing to a tenure of more than nine years. In addition, Mr. Shiram is a Trustee of Stanford University, to which the Company paid $5.7 million in 2015 for scholarships, research and consulting services. There is insufficient independent representation on the Board.

Vote Cast: *Oppose* Results: For: 88.3, Abstain: 0.1, Oppose/Withhold: 11.6,

1.11. *Elect Robin L. Washington - Non-Executive Director*
Independent Non-Executive Director. There are concerns over the director's potential time commitments, and the director could not prove full attendance of board and committee meetings during the year.

Vote Cast: *Abstain* Results: For: 88.8, Abstain: 0.1, Oppose/Withhold: 11.0,

3. *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* Results: For: 83.8, Abstain: 0.1, Oppose/Withhold: 16.1,

NETFLIX INC AGM - 03-06-2021

1.a. *Elect Richard Barton - Non-Executive Director*
Non-Executive Director. Not considered independent owing to a tenure of over nine years. There is insufficient independent representation on the Board. Additionally, on 15 December 2020, Los Angeles Superior Court Judge Jon Takasugi said in a preliminary judgment that Viacom International was entitled to pursue an injunction barring Netflix from hiring its executives who are on long-term contracts. Viacom declined to comment while Netflix said it disagreed with the ruling. In 2018, Netflix recruited Viacom executive vice president Momita SenGupta, who was a Viacom employee from 1995 until 2018, when she left two years before her contract was due to expire. Viacom sued Netflix in October 2018 alleging harm should Netflix continue hiring from its workforce before the agreed end of any contract. Netflix faces two other legal battles on similar issues: one with 21st Century Fox for hiring executives under contract (lost by Netflix) and one, since December 2020, with Activision Blizzard, which alleges Netflix has hired Activision's CFO Spencer Neumann while still under contract. As the director is part of the nomination committee, he is considered accountable.

Vote Cast: *Withhold* Results: For: 27.2, Abstain: 0.0, Oppose/Withhold: 72.8,

1.b. *Elect Rodolphe Belmer - Non-Executive Director*
Independent Non-Executive Director.

Vote Cast: *For* Results: For: 56.6, Abstain: 0.0, Oppose/Withhold: 43.4,

1.c. *Elect Bradford L. Smith - Non-Executive Director*
Independent Non-Executive Director. Additionally, on 15 December 2020, Los Angeles Superior Court Judge Jon Takasugi said in a preliminary judgment that Viacom International was entitled to pursue an injunction barring Netflix from hiring its executives who are on long-term contracts. Viacom declined to comment while Netflix said it disagreed with the ruling. In 2018, Netflix recruited Viacom executive vice president Momita SenGupta, who was a Viacom employee from 1995 until 2018, when she left two years before her contract was due to expire. Viacom sued Netflix in October 2018 alleging harm should Netflix continue hiring from its workforce before the agreed end of any contract. Netflix faces two other legal battles on similar issues: one with 21st Century Fox for hiring executives under contract (lost by Netflix) and one, since December 2020, with Activision Blizzard, which alleges Netflix has hired Activision's CFO Spencer Neumann while still under contract. As the director is part of the nomination committee, he is considered accountable.

Vote Cast: *Withhold* Results: For: 41.1, Abstain: 0.0, Oppose/Withhold: 58.9,

1.d. *Elect Anne Sweeney - Non-Executive Director*
Independent Non-Executive Director.

Vote Cast: *For* Results: For: 53.2, Abstain: 0.0, Oppose/Withhold: 46.8,

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

Vote Cast: *Oppose* Results: For: 50.6, Abstain: 0.2, Oppose/Withhold: 49.2,

4. *Shareholder Resolution: Report on Political Contributions*

Proponent's argument: Shareholders of Netflix Inc ("Company") hereby request that our Company provide a report, updated semiannually, disclosing the Company's: 1. 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. 2. Monetary and non-monetary contributions and expenditures (direct and indirect) used in the manner described in section 1 above, including: a. The identity of the recipient as well as the amount paid to each; and b. The title(s) of the person(s) in the Company responsible for decision-making. "Relying on available data does not provide a complete picture of the Company's electoral spending. For example, payments to trade associations that may be used for election-related activities are undisclosed and unknown. This proposal asks Netflix 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 our Company in line with a growing number of leading companies in the 2020 CPA-Zicklin Index. [... The] Company maintains a classified board, plurality vote standard for uncontested directors, supermajority requirements to change bylaws, and does not allow shareholders to act by written consent. This, despite the fact that a majority of shares voted to change each of these provisions, sometimes more than once."

Company's response: The board recommends a vote against this proposal. " the report requested by the stockholder proposal would specifically include trade association or nonprofit payments that could be used for electoral purposes. We would note that the trade associations Netflix joins for various business-related reasons may also take political or policy positions we do not share, and that are not directly attributable to the membership dues we pay. It can also be difficult for us to assess exactly how our contributions to such organizations could be used, which could make it difficult to comply with this proposal. While the Board opposes this specific proposal, it acknowledges the interest in greater transparency regarding corporate political contributions. Accordingly, the Board will further evaluate what disclosures are appropriate for the Company to provide regarding political contributions."

PIRC analysis: It is considered that companies should be held accountable for the alignment between their political contributions and its stated positions. As such, putting political spending decisions to a non-binding vote would not only enhance shareholder rights over how the company spends their money in this regard, it is also 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 that works against its policies and stated beliefs. In addition, it is noted that the company, at this time, has not yet disclosed its policy regarding political contributions and scores low on the CPA-Zicklin Index of corporate political accountability. As such, the request for a report and the placing of that report on the proxy for an advisory vote is considered appropriate and a vote for the resolution is recommended.

Vote Cast: *For* Results: For: 80.3, Abstain: 0.5, Oppose/Withhold: 19.3,

6. *Shareholder Proposal: Improve the Executive Compensation Philosophy*

Proponent's argument: Stockholders recommend that Netflix, Inc. improve the executive compensation philosophy to include CEO pay ratio and other factors. "Section 953(b) of the Dodd-Frank Act directed the SEC to amend Item 402 of Regulation S-K to require each company to disclose the annual total compensation of the CEO, the median of the annual total compensation of all employees (except the CEO), and the ratio of these two amounts (CEO pay ratio). Netflix's CEO pay ratio was 133:1 in 2017 (2018 Proxy Statement p. 65), 178:1 in 2018 (2019 Proxy Statement p. 47), and 190:1 in 2019 (2020 Proxy Statement p. 70). Since the median of the annual total compensation cannot jump, the rising ratio is due to the CEO compensation jump from $24,377,499 in 2017 to $36,080,417 in 2018 (48% increase), to $38,577,129 in 2019 (Ibid. p.49). The section "Determining Executive Compensation Magnitude" lists some philosophical points of executive compensation (Ibid. pages 39-40) without any consideration of social and economic factors, such as the CEO pay ratio. There is no rational methodology or program to determine the executive compensation. For example, Twitter's CEO pay ratio is less than 0.001 in 2018 and in 2019, Amazon's CEO pay ratio is 58:1 in 2018 and in 2019. JCPenney's

alarming CEO pay ratio 1294:1 in 2018 is one cause to its bankruptcy. The executive compensations of big Japanese and European companies are much less than big American companies."
Company's response: The board recommends a vote against this proposal. "The proposal is vague and unclear and therefore would be difficult to implement. The proposal fails to explain how the CEO pay ratio and "other factors" should be considered in improving our executive compensation philosophy. It is difficult to determine what actions would be required to change our current executive compensation philosophy to implement the proposal. The proposal also does not specify the "other factors" that should be considered in our compensation philosophy. Moreover, CEO pay ratios vary widely across companies as different companies may have different employment and compensation practices. The SEC has stated that the purpose of CEO pay ratio disclosures is not to facilitate comparisons among registrants and that precise conformity or comparability of the pay ratio across companies is not necessarily achievable given the variety of factors that could cause the ratio to differ, companies may utilize different methodologies, exclusions, estimates and assumptions in calculating their pay ratios. For example, the flexibility of our employees to allocate their compensation to stock options rather than cash makes it difficult to properly evaluate our overall compensation through the use of one metric, such as CEO pay ratio. As a result, the utility of CEO pay ratio as a comparative metric at Netflix and industry-wide is limited."
PIRC analysis: The disclosure of the pay ratio between the pay of the CEO or the NEOs and that of the median employee, is mandatory in the US under SEC rules (and applies to US-listed companies such as this) and in several other major Western economies and is considered not only to be best practice but also to provide useful information to shareholders to help guide their approval or disapproval of the executive compensation programmes at a company. Several companies have disclosed the figure voluntarily without any damage to their ability to recruit and incentivise senior level employees. Support for the resolution is recommended.

Vote Cast: *For* Results: For: 3.6, Abstain: 0.7, Oppose/Withhold: 95.7,

INFORMA PLC AGM - 03-06-2021

3. *Elect Stephen Davidson - Non-Executive Director*
Independent Non-Executive Director. Although there are concerns over potential aggregate time commitments, this director has attended all Board and committee meetings during the year under review. On balance, support is recommended.

Vote Cast: *For* Results: For: 53.4, Abstain: 0.0, Oppose/Withhold: 46.6,

5. *Elect Mary McDowell - Non-Executive Director*
Independent Non-Executive Director.

Vote Cast: *For* Results: For: 80.0, Abstain: 0.0, Oppose/Withhold: 19.9,

7. *Elect Helen Owers - Designated Non-Executive*
Designated non-executive director workforce engagement. It would be preferred that companies appoint directors from the workforce rather than designate a non-executive director (NED). Support will be recommended for the election or re-election of designated NEDs provided that no significant employment relations issues have been identified.

Vote Cast: *For* Results: For: 78.1, Abstain: 0.0, Oppose/Withhold: 21.9,

11. *Approve the Remuneration Report*
Disclosure: All elements of the Single Total Remuneration Table are adequately disclosed.
Balance: CEO salary has been deferred for the year under review. CEO salary is in the median of the competitors group. The CEO's total realized variable pay is considered acceptable at approximately 57% of salary (STIP: Nil, LTIP: 57% of salary). Ratio of CEO to average employee pay has been estimated and is found acceptable at 16:1. It is recommended the CEO pay ratio to be at 20:1. Changes in CEO total pay are considered in line with company financial performance over the same period. Over the five-year period average annual increase in CEO pay has been approximately 3.57% whereas, on average, TSR has increased by 5.42%
Rating: AB

Vote Cast: *For* Results: For: 37.9, Abstain: 0.9, Oppose/Withhold: 61.2,

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: 89.4, Abstain: 0.0, Oppose/Withhold: 10.6,

19. *Authorise the Company to Call General Meeting with Two Weeks' Notice*
It is proposed that a general meeting of the Company other than an annual general meeting may be called on not less than 14 clear days' notice.
It is considered that 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: 88.1, Abstain: 0.0, Oppose/Withhold: 11.9,

SALESFORCE.COM INC AGM - 10-06-2021

5. *Shareholder Resolution: Amend Certificate of Incorporation to Become a Public Benefit Corporation*
Proponent's argument: Shareholders request the Board of Directors take steps necessary to amend the certificate of incorporation and, if necessary, bylaws (including presenting such amendments to the shareholders for approval) to become a public benefit corporation (a PBC) in light of its adoption of the Business Roundtable Statement of the Purpose of a Corporation." As one Delaware law firm reported to another signatory considering conversion, directors may consider stakeholder interests only if 'any decisions made with respect to such stakeholders are in the best interests of the corporation and its stockholders.' That contradicts the commitment made in the Statement, as well the intention of management to run our Company for a purpose beyond maximizing financial returns. Consistent with the business philosophy of our founder, directors of a PBC 'balance' the interests of shareholders, stakeholders and a specified benefit, giving legal status to the Statement's empty promise. This matters. A recent study determined that listed companies create annual social and environmental costs of $2.2 trillion. These costs have many sources, including pollution, climate change and employee stress. A company required to balance stakeholder interests could prioritize lowering these costs, even if doing so sacrificed higher return. That matters to our shareholders, the majority of whom are beneficial owners with broadly diversified interests. [...] A a legal commitment to balance such interests [of the three major shareholders] independently of financial return to the Company will benefit our shareholders, and ensure our Company's commitment to stakeholders is authentic and lasting, even through changes in management or circumstance."
Company's response: The board recommends a vote against this proposal. "As of early 2021, we are aware of few publicly traded companies in the US that have

converted to a public benefit corporation, and a small number of U.S. companies that have gone public as a public benefit corporation. Given the limited precedent for the management and governance of publicly traded public benefit corporations with widely dispersed stockholder bases at this time, there is uncertainty regarding public benefit corporations and situations where the interests of stockholders and other stakeholders or the public benefit diverge, including the absence of caselaw guidance interpreting the public benefit corporation-specific statutory provisions mandating the balancing of stockholder, stakeholder and public benefit interests. Importantly, the Delaware public benefit corporation statute requires a public benefit corporation's certificate of incorporation to identify one or more specific public benefits to be promoted by the corporation, and this proposal does not identify which public benefits it would ask stockholders to endorse, as to which stockholders could have differing views. Accordingly, stockholders will be voting on this proposal at this time without the benefit of knowing which specified public benefits would be embedded in a conversion to a public benefit corporation. Furthermore, due to the limited precedent and history regarding publicly traded companies converting to a public benefit corporation, it is difficult to predict the impact that changing the Company's form of corporate organization might have on our stockholders and the Company's long-term success. We also cannot predict how our performance on the specific public benefit(s) that would need to be reflected in our certificate of incorporation (or any perception that we have not fully addressed the goals of such public benefit(s)) could impact the Company's reputation, overall operational and financial performance and stock price. The risks and costs to stockholders of implementing such a change in corporate form are uncertain, could be extensive and could include increased volatility in our stock price and a lower price-earnings multiple for our stock price as a result of lack of comprehensive data on market valuations for public benefit corporations.

PIRC analysis: In recent years, there has been an increasing number of companies in markets overseas (France, Italy) that have changed their articles to become Public Benefit Corporation, or the equivalent local nomenclature. The main feature of a benefit company is the inclusion of Environmental, social and societal objectives (the mission) in the corporate purpose, which is considered to have an impact on effective alignment between shareholders and stakeholders, besides and beyond a statement by the chair or the Chief Executive. Support is therefore recommended.

Vote Cast: *For* Results: For: 3.4, Abstain: 0.5, Oppose/Withhold: 96.1,

1.g. *Elect Sanford R. Robertson - Senior Independent Director*

Non-Executive Director. Not considered independent owing to a tenure of over nine years. There is insufficient independent representation on the Board. Additionally, as the Chair of the Nomination and Governance 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: 81.8, Abstain: 0.6, Oppose/Withhold: 17.6,

DELIVERY HERO SE AGM - 16-06-2021

5. *Approve Remuneration Policy*

It is proposed to approve the remuneration policy with a binding vote. 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 has not disclosed quantified targets for the performance criteria of its variable remuneration component, 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: 86.4, Abstain: 0.0, Oppose/Withhold: 13.6,

7. *Approve Creation of EUR 13.7 Million Pool of Capital without Pre-emptive Rights*
Authority is sought to issue shares without pre-emptive rights to an amount of up 10% of the share capital. Meets guidelines. Support is recommended.

Vote Cast: *For* Results: For: 86.0, Abstain: 0.0, Oppose/Withhold: 14.0,

8. *Approve Issuance of Warrants/Bonds with Warrants Attached/Convertible Bonds without Preemptive Rights up to Aggregate Nominal Amount of EUR 3 Billion; Approve Creation of EUR 14 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* Results: For: 84.1, Abstain: 0.0, Oppose/Withhold: 15.9,

3 Oppose/Abstain Votes With Analysis

SSP GROUP PLC EGM - 06-04-2021

1. *Issue Shares with Pre-emption Rights Pursuant to a Rights Issue*

The board is seeking shareholder approval to allot shares up to an aggregate nominal amount of GBP 2,800,132.89 in connection with a Rights Issue. It is noted the Rights Issue has been structured in a way that is expected to have the effect of creating distributable reserves approximately equal to the net proceeds of the Rights Issue less the aggregate nominal value of the New Shares issued by the company. It is noted this Rights Issue is a 12 for 25 rights issue; that is, an offer of 12 New Shares for every 25 Existing Shares held by Qualifying Shareholders at the close of business on 1 April 2021 (the "Record Date"). If you hold Existing Shares on the Record Date, you will be a Qualifying Shareholder. Qualifying Shareholders, other than, subject to certain exceptions, those who have a registered address, or are resident, in the Excluded Territories, will be entitled to buy New Shares under the Rights Issue.

Recommendation:

It is noted the qualifying shareholder who do not take up their entitlement to new shares will have their proportionate shareholdings diluted by approximately 32.4% following the rights issue meaning that the shareholders are not treated equitably. In addition, the level of dilution for non-participating shareholders' raises serious concerns and as a result the proposal cannot be supported.

Vote Cast: *Oppose*

2. *Implement the Rights Issue*

The board is seeking shareholder approval in order to implement the Rights Issue which is conditional to the passing of Resolution 1. In line with Resolution 1, an oppose vote is recommended.

Vote Cast: *Oppose*

RIO TINTO PLC AGM - 09-04-2021

1. *Receive the Annual Report*

Disclosure is considered adequate. The financial statements were sufficiently made available before the meeting and have been audited and certified. However, there are some concerns over the company's sustainability policies and practices. In addition, further concerns are raised after the explosion on the aborigine's cave. As a result, it is recommended to oppose from voting on the annual report in addition to the board-level accountability, as sustainability (and the concerns associated with its governance at the company) is included in the annual report submitted for shareholders' approval.

Vote Cast: *Oppose*

2. *Approve Remuneration Policy*

Policy Rating: CDC Changes proposed: i) Pension benefit reduced to 14% of base salary for new appointments to align more closely with the broader employee population, ii) Benefits: Company car or car allowance to be removed for new appointments, iii) Short Term Incentive(STI): a) Removal of 1.2 multiplier, b) Introduction of an ESG component with a 15% weighting, c) Extended the malus and clawback provisions to include material impacts on the social license to operate and, d) Reduce the payment at threshold to zero and balance the range between threshold and outstanding, removing the cliff edge effect of the current Policy. iv) Long-Term Incentive

award(LTIP): a) Maximum LTIP award to be reduced to 400%, b) Extended the malus and clawback provisions to include material impacts on the social license to operate, c) TSR to remain a key performance metric. v) Executive directors will be required to retain their minimum shareholding (or their holding on termination, if lower) for two years after leaving the Group.
Total potential variable pay could represent up to 600% of salary and is considered excessive since is higher than 200%. Concerns are raised by the Performance Share Plan, since there are no non-financial performance measures attached to the LTIP and so the focus of remuneration policy is not the operational performance of the business as a whole or the individual roles of each of the executives in achieving that performance. Instead, the focus of the remuneration policy is financial KPIs, which mainly include factors beyond an individual director's control. Furthermore, the performance metrics are not operating interdependently, such that vesting under the incentive plan is only possible where all threshold targets are met. Performance period is five year which is in line with best practice. Malus and claw back provisions apply for all variable pay.

Vote Cast: *Oppose*

3. *Approve Remuneration Report for UK Law Purposes*
Disclosure: All elements of the Single Total Remuneration Table are adequately disclosed. CEO salary is in line with the workforce, as the increase in CEO salary was 2% and the increase for the Australias workforce was 4%. The CEO's salary is in the median of PIRC's comparator group.
Balance: The balance of CEO realized total 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 realized variable pay is considered excessive at approximately 310% of his salary, it is noted that no Annual Bonus was awarded for the year under review,(Annual Bonus: 0 : LTIP: 310%) The ratio of CEO to average employee pay has been estimated and is found acceptable at 19:1.
Rating: AB. The former CEO of the company resigned after the explosion of the aboriginal cave, however, he received termination benefits which is not considered appropriate. Overall opposition is recommended.

Vote Cast: *Oppose*

4. *Approve Remuneration Report for Australian Law Purposes*
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.
The maximum potential award under all the incentive schemes is 600% of salary which is highly excessive. The current variable pay of the CEO is also deemed excessive at approximately 310% 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. However, the company states non-financial metrics have been developed and will be considered. There are claw back clauses in place over the entirety of the variable remuneration, which is welcomed. However, opposition is recommended based on excessive remuneration.

Vote Cast: *Oppose*

5. *Re-elect Megan Clark - Non-Executive Director*
Independent Non-Executive Director and 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*

8. *Re-elect Sam Laidlaw - Senior Independent Director*
Senior Independent Director and Chair of the remuneration committee. As the company awarded termination benefits to the CEO after his resignation due to the explosion of the aboriginal cave, opposition is recommended.

Vote Cast: *Oppose*

12. *Re-elect Simon Thompson - Chair (Non Executive)*
Chair. Independent upon appointment. The Chair is also chairing another company within the FTSE 350 index. It is considered that a chair cannot effectively represent two corporate cultures. The possibility of having to commit additional time to the role in times of crisis is ever present. Given this, a Chair should focus his attention onto the only one FTSE 350 Company. In addition, the Chair of the Board has the overall oversight for the sustainability policies of the company. As such, given the concerns over the Company's sustainability policies and practice, an oppose vote is recommended.

Vote Cast: *Oppose*

14. *Re-appoint KPMG LLP as Auditors*
KPMG proposed. Non-audit fees represented 13.29% of audit fees during the year under review and 10.52% on a three-year aggregate basis. This level of non-audit fees does not raise serious concerns about the independence of the statutory auditor.
In late 2020 International Auditing and Assurance Standards Board (IAASB) produced a consultation entitled, Fraud and Going Concern and refers to the "expectations gap" in the sense that the public expect more of auditors than is expected of them. By reference to conclusions of the BEIS Select Committee of Parliament and High Court decisions, there isn't an expectations gap so far as the UK at least is concerned. Indeed auditor duties in respect of fraud are onerous and in the Barings case at the High Court the issue of negligence didn't merely involve the signing of the public accounts by the audit partner with misstated amounts in, but earlier at the time more junior members of staff missed the fraud when reviewing a bank reconciliation (a private and not public document).
The IAASB model of auditing is based on auditors certifying information that is "useful to users". That construct side-steps the crucial duties auditors have for the benefit of the company itself as the Barings case demonstrated. In PIRC's view that model fuels an unwarranted expectations gap and, if audits are limited by the standards misdirect the focus of audits to being "useful for users", a delivery gap because the legal standard and duty is broader than the standards themselves state. PIRC has therefore asked the IAASB to reissue its consultation and has also written to the largest accounting firms to repudiate the IAASB consultation and confirm that the concept of an 'expectations gap' does not limit the scope of their work. In parallel PIRC has reviewed responses from the largest accounting firms to the IAASB determine whether they were encouraging or refuting the concept of an expectations gap. Both Deloitte and BDO correctly referred to the "expectations gap" being dependent on local laws. Both firms also referred to problems with international auditing standards and international accounting standards. BDO went so far as to make other recommendations as well. Mazars did similar in giving evidence to the BEIS Select Committee. In the absence of similar statements from PwC, KPMG, EY or Grant Thornton, PIRC is unable to support re-election or re-appointment of those firms as auditors.

Vote Cast: *Oppose*

21. *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: 79.6, Abstain: 0.2, Oppose/Withhold: 20.2,

SMITH & NEPHEW PLC AGM - 14-04-2021

1. *Receive the Annual Report*
Disclosure is considered adequate. The financial statements were sufficiently made available before the meeting and have been audited and certified. However, there are some concerns over the company's sustainability policies and practices. As a result, it is recommended to abstain from voting on the annual report in addition to the board-level accountability, as sustainability (and the concerns associated with its governance at the company) is included in the annual report submitted for shareholders' approval.

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

11. *Re-elect Marc Owen - Non-Executive Director*
Independent Non-Executive Director. Responsible for sustainability issues at the company. As he is considered to be accountable for the Company's sustainability programme, and given that the Company's sustainability policies and practice are not considered to be adequate in order to minimize material risks linked to sustainability, an abstain vote is recommended.

Vote Cast: *Abstain* Results: For: 87.5, Abstain: 0.8, Oppose/Withhold: 11.6,

12. *Re-elect Roberto Quarta - Chair*
Chair of the board. 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: 91.2, Abstain: 0.6, Oppose/Withhold: 8.2,

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

determine whether they were encouraging or refuting the concept of an expectations gap. Both Deloitte and BDO correctly referred to the "expectations gap" being dependent on local laws. Both firms also referred to problems with international auditing standards and international accounting standards. BDO went so far as to make other recommendations as well. Mazars did similar in giving evidence to the BEIS Select Committee. In the absence of similar statements from PwC, KPMG, EY or Grant Thornton, PIRC is unable to support re-election or re-appointment of those firms as auditors.

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

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: 94.8, Abstain: 0.1, Oppose/Withhold: 5.1,

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

SPOTIFY TECHNOLOGY SA AGM - 21-04-2021

3. *Approve Discharge of Directors*
Approval is sought to release the members of the Board regarding their activities in the Financial Year under review. The Company does not have an established whistle-blower hotline. It is considered that without a whistle-blower hotline, the company is potentially subject to reputational and financial damage by a lack of supervision of potential malpractice. For this reason, opposition is recommended.

Vote Cast: *Oppose*

4a. *Elect Daniel Ek - Chair & Chief Executive*
Chair and CEO. Combined roles at the head of the Company. There should be a clear division of responsibilities at the head of the Company between the running of the board and the executive responsibility for the running of the Company's business. No one individual should have unfettered powers of decision. Combining the two roles in one person represents a concentration of power that is potentially detrimental to board balance, effective debate, and board appraisal.

Vote Cast: *Oppose*

4b. *Elect Martin Lorentzon - Non-Executive Director*
Co-Founder & Non-Executive Director. Not considered independent owing to a tenure of over nine years. It is noted that the director is a controlling shareholder in the Company. Although there is sufficient independent representation on the Board, it is noted the director is a member of the remuneration committee which should comprise wholly of independent directors. On balance, an oppose vote is recommended.

Vote Cast: *Oppose*

4g. *Elect Ted Sarandos - Non-Executive Director*
Independent Non-Executive Director. There are concerns over the director's potential time commitments, and the director could not prove full attendance of board and committee meetings during the year.

Vote Cast: *Abstain*

4h. *Elect Thomas Staggs - Non-Executive Director*
Independent Non-Executive Director. There are concerns over the director's potential time commitments, and the director could not prove full attendance of board and committee meetings during the year.

Vote Cast: *Abstain*

4i. *Elect Cristina Stenbeck - Non-Executive Director*
Independent Non-Executive Director. There are concerns over the director's potential time commitments, and the director could not prove full attendance of board and committee meetings during the year.

Vote Cast: *Abstain*

5. *Appoint Ernst & Young S.A as Auditors*
EY proposed. Non-audit fees represented 0.08% of audit fees during the year under review and 10.12% 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 auditor tenure exceeds five years, which raises potential concerns over the auditor's independence.

Vote Cast: *Abstain*

6. *Approve the Remuneration Report*
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 consequence 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 these grounds, opposition is recommended.

Vote Cast: *Oppose*

7. Authorise Share Repurchase
It is proposed to authorise the Board to repurchase 10,000,000 shares issued by the company during a period of five years for a price to be determined by the board. 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*

SERCO GROUP PLC AGM - 21-04-2021

1. Receive the Annual Report
Disclosure is considered adequate. The financial statements were sufficiently made available before the meeting and have been audited and certified. However, there are some concerns over the company's sustainability policies and practices. As a result, it is recommended to abstain from voting on the annual report in addition to the board-level accountability, as sustainability (and the concerns associated with its governance at the company) is included in the annual report submitted for shareholders' approval.

Vote Cast: *Abstain* Results: For: 98.2, Abstain: 1.6, Oppose/Withhold: 0.2,

2. Approve the Remuneration Report
Disclosure: All elements of the Single Total Remuneration Table are adequately disclosed. CEO salary is in line with the workforce as the salary for the CEO do n ot increase and the workforce salary increase by 1.9%. The CEO salary is on the upper quartile (top 25%) in PIRC's comparator group, which raises concerns for excessiveness.
Balance: The balance of CEO realised pay with financial performance is not considered acceptable as the change in CEO total pay over the last five years is not aligned to the change in TSR over the same period. Total variable pay for the year under review is excessive at 452.7% of salary for the CEO, total variable pay should be limited to 200% of salary. The ratio of CEO pay compared to average employee pay is not acceptable at 61:1; the ratio should not exceed 20:1.
Rating: AE

Vote Cast: *Oppose* Results: For: 97.3, Abstain: 0.0, Oppose/Withhold: 2.7,

3. Approve Remuneration Policy
Policy Rating: CDC Changes Proposed: i) Reduction in the maximum opportunity for new Executive Directors from a maximum of 20% of salary to that available to the wider workforce (currently 8% of salary), ii) Increase in the in-employment shareholding guideline for other Executive Directors (to align with the guideline for the CEO) from 150% to 200% of salary, iii) Introduction of a post-employment holding requirement equal to 100% of the in-employment guideline (or actual shareholding on cessation if lower) for the first 12 months and 50% of the in-employment guideline (or actual shareholding on cessation if lower) for the next 12 months following cessation, iv) Annual Bonus: Introduction of ESG metrics as potential non-financial performance measures and v) LTIP award: Introduction of ESG metrics as potential non-financial performance measures.
Overall disclosure is considered adequate
Balance: The maximum potential award under all incentive schemes is 375% of base salary which is excessive. There is compulsory deferral into shares vesting after three years of any bonus earned over 100% of salary. PIRC would prefer to see at least half of any cash bonus earned to be deferred in the form of deferred shares. The performance metrics for both the Annual Bonus and PSP awards are not operating interdependently, such that vesting under the incentive plan is only possible

where all threshold targets are met which does not meet best practice. There does not appear to be an 'Exceptional' limit for recruitment included in the policy which is welcome. However, the Remuneration Committee has the discretion to determine whether a director qualifies as a "good leaver" which is not considered appropriate.

Vote Cast: *Oppose* Results: For: 94.4, Abstain: 0.2, Oppose/Withhold: 5.4,

8. *Re-elect Rupert Soames - Chief Executive*
Chief Executive. Acceptable service contract provisions.
When executives hold external NED positions, it is considered that the company should disclose how much time they dedicate to the company. In particular, it is considered that they should dedicate at least 20 working days per month to the company where they hold executive functions, as this is the equivalent of a full-time employment.
As the company has failed to disclose such time commitment, abstention is recommended.

Vote Cast: *Abstain* Results: For: 98.3, Abstain: 1.5, Oppose/Withhold: 0.2,

9. *Re-elect Kirsty Bashforth - Designated Non-Executive*
Designated non-executive director workforce engagement. It would be preferred that companies appoint directors from the workforce rather than designate a non-executive director (NED). Support will be recommended for the election or re-election of designated NEDs provided that no significant employment relations issues have been identified.
As the Chair of the Corporate Responsibility Committee is considered to be accountable for the Company's sustainability programme, and given that the Company's sustainability policies and practice are not considered to be adequate in order to minimize material risks linked to sustainability, an abstain vote is recommended.

Vote Cast: *Abstain* Results: For: 98.3, Abstain: 1.5, Oppose/Withhold: 0.2,

13. *Re-appoint KPMG LLP as auditor of the Company*
KPMG proposed. Non-audit fees represented 0.00% of audit fees during the year under review and 1.85% on a three-year aggregate basis. This level of non-audit fees does not raise serious concerns about the independence of the statutory auditor.
In late 2020 International Auditing and Assurance Standards Board (IAASB) produced a consultation entitled, Fraud and Going Concern and refers to the "expectations gap" in the sense that the public expect more of auditors than is expected of them. By reference to conclusions of the BEIS Select Committee of Parliament and High Court decisions, there isn't an expectations gap so far as the UK at least is concerned. Indeed auditor duties in respect of fraud are onerous and in the Barings case at the High Court the issue of negligence didn't merely involve the signing of the public accounts by the audit partner with misstated amounts in, but earlier at the time more junior members of staff missed the fraud when reviewing a bank reconciliation (a private and not public document).
The IAASB model of auditing is based on auditors certifying information that is "useful to users". That construct side-steps the crucial duties auditors have for the benefit of the company itself as the Barings case demonstrated. In PIRC's view that model fuels an unwarranted expectations gap and, if audits are limited by the standards misdirect the focus of audits to being "useful for users", a delivery gap because the legal standard and duty is broader than the standards themselves state. PIRC has therefore asked the IAASB to reissue its consultation and has also written to the largest accounting firms to repudiate the IAASB consultation and confirm that the concept of an 'expectations gap' does not limit the scope of their work. In parallel PIRC has reviewed responses from the largest accounting firms to the IAASB determine whether they were encouraging or refuting the concept of an expectations gap. Both Deloitte and BDO correctly referred to the "expectations gap" being dependent on local laws. Both firms also referred to problems with international auditing standards and international accounting standards. BDO went so far as to make other recommendations as well. Mazars did similar in giving evidence to the BEIS Select Committee. In the absence of similar statements from PwC, KPMG, EY or Grant Thornton, PIRC is unable to support re-election or re-appointment of those firms as auditors.

Vote Cast: *Oppose* Results: For: 98.4, Abstain: 0.0, Oppose/Withhold: 1.6,

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: 95.5, Abstain: 0.0, Oppose/Withhold: 4.5,

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

Vote Cast: *Oppose* Results: For: 97.6, Abstain: 0.1, Oppose/Withhold: 2.3,

19. *Approve Political Donations*
The proposed authority is subject to an overall aggregate limit on political donations and expenditure of GBP 100,000. 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. Although this is within recommended limits, it is noted this resolution registered a significant number of oppose votes of 17.78% at the 2019 AGM which has not been adequately addressed. On balance, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 87.3, Abstain: 0.1, Oppose/Withhold: 12.6,

KERING SA AGM - 22-04-2021

O.4. *Elect François-Henri Pinault - Chair & Chief Executive*
Chair and CEO. Combined roles at the head of the Company. There should be a clear division of responsibilities at the head of the Company between the running of the board and the executive responsibility for the running of the Company's business. No one individual should have unfettered powers of decision. Combining the two roles in one person represents a concentration of power that is potentially detrimental to board balance, effective debate, and board appraisal. Additionally, he is the legal manager of Société Financière Pinault, which owns Artémis. Groupe Artémis controls a significant percentage of the Company's issued share capital and voting rights. Opposition is recommended.

Vote Cast: *Oppose* Results: For: 93.1, Abstain: 0.7, Oppose/Withhold: 6.2,

O.9. *Approve Compensation of Francois-Henri Pinault, Chairman and CEO*
It is proposed to approve the remuneration paid or due to Francois-Henri Pinault, Chairman and CEO with an advisory vote. There are concerns regarding excess as

the total variable remuneration exceeded 200% of the fixed 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: 95.2, Abstain: 0.2, Oppose/Withhold: 4.6,

O.10. *Approve Compensation of Jean-Francois Palus, Vice-CEO*
It is proposed to approve the remuneration paid or due to Jean-Francois Palus, Vice-CEO with an advisory vote. There are concerns regarding excess as the total variable remuneration exceeded 200% of the fixed 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: 98.4, Abstain: 0.2, Oppose/Withhold: 1.5,

O.11. *Approve Remuneration Policy of Executive Corporate Officers*
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 has not disclosed quantified targets for the performance criteria for its variable remuneration component, which as a consequence 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 these grounds, opposition is recommended.

Vote Cast: *Oppose* Results: For: 96.4, Abstain: 0.2, Oppose/Withhold: 3.4,

O.14. *Authorize Repurchase of Up to 10 Percent of Issued Share Capital*
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: 99.2, Abstain: 0.0, Oppose/Withhold: 0.8,

E.20. *Authorize Board to Set Issue Price for 5 Percent Per Year of Issued Capital Pursuant to Issue Authority without Preemptive Rights Under Items 18 and 19*
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: 96.3, Abstain: 0.0, Oppose/Withhold: 3.7,

E.21. *Authorize Board to Increase Capital in the Event of Additional Demand Related to Delegation Submitted to Shareholder Vote Under Items 16, 18 and 19*
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: 94.5, Abstain: 0.0, Oppose/Withhold: 5.5,

E.23. *Authorize Capital Issuances for Use in Employee Stock Purchase Plans*
Authority for a capital increase for up to 1% of share capital for employees participating to saving plans. The maximum discount applied will be 30% on the market share price. 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. However, the discount to be applied exceeds guidelines (20%). Opposition is therefore recommended.

Vote Cast: *Oppose* Results: For: 32.0, Abstain: 0.0, Oppose/Withhold: 68.0,

INTUITIVE SURGICAL INC AGM - 22-04-2021

1a. *Elect Craig H. Barratt - Chair (Non Executive)*
Non-Executive Chair of the Board. Not considered independent owing to a tenure of over nine years. As the Chair of the Sustainability Committee is not up for election, the Chair of the Board is considered accountable for the Company's Sustainability programme. As such, given the concerns over the Company's sustainability policies and practice, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 97.8, Abstain: 0.2, Oppose/Withhold: 2.0,

1d. *Elect Amal M. Johnson - Non-Executive Director*
Non-Executive Director. Not considered independent owing to a tenure of over nine years. There is sufficient independent representation on the Board. However, it is noted that the director is the Chair of the remuneration which should comprise wholly of independent directors. On balance, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 97.0, Abstain: 0.2, Oppose/Withhold: 2.7,

1k. *Elect Mark J. Rubash - Non-Executive Director*
Non-Executive Director. Not considered independent owing to a tenure of over nine years. There is sufficient independent representation on the Board. However, it is noted that the director is the Chair of the audit committee which should comprise wholly of independent directors. On balance, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 96.7, Abstain: 0.2, Oppose/Withhold: 3.1,

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: ACB. Based on this rating, abstention is recommended.

Vote Cast: *Abstain* Results: For: 94.3, Abstain: 0.3, Oppose/Withhold: 5.5,

3. *Re-appoint PricewaterhouseCoopers LLP as the Auditors*

PwC proposed. Non-audit fees represented 9.40% of audit fees during the year under review and 10.88% 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* Results: For: 99.6, Abstain: 0.1, Oppose/Withhold: 0.3,

4. *Amend Omnibus Stock Plan*

It is proposed to amend the Intuitive Surgical, Inc. 2010 Incentive Award Plan. The board are proposing to (1) extend the term of the plan so that it expires in 20131 (10 year term), (2) provide the grant of stock options, both incentive stock options and nonqualified stock options, stock appreciation rights ("SARs"), restricted stock awards, restricted stock units, performance share awards, dividend equivalents, performance bonus awards, and other performance-based awards to eligible individuals and (3) increase the number of shares under the plan by 2,000,00 (From the current amount, 32,450,000). The persons eligible to participate in the plan would be the 9 non-employee members of the board.

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: 75.1, Abstain: 0.2, Oppose/Withhold: 24.8,

RELX PLC AGM - 22-04-2021

1. *Receive the Annual Report*

Disclosure is considered adequate. The financial statements were sufficiently made available before the meeting and have been audited and certified. However, there are some concerns over the company's sustainability policies and practices. As a result, it is recommended to abstain from voting on the annual report in addition to the board-level accountability, as sustainability (and the concerns associated with its governance at the company) is included in the annual report submitted for shareholders' approval.

Vote Cast: *Abstain* Results: For: 99.1, Abstain: 0.8, Oppose/Withhold: 0.1,

2. *Approve the Remuneration Report*

Disclosure is considered adequate. The measures for the annual bonus have not been disclosed which makes it difficult to assess how sufficiently challenging the targets are, and overpayment for subpar performance may occur. Otherwise, good disclosure.

Balance: The CEO's salary increase is in line with the rest of the company. The CEO's total reward is on average, in line with the change in TSR which is good.

However, total variable remuneration for the CEO, exceeds the maximum of 200% in line with best practice guidelines. The ratio of CEO to average employee pay is higher than 20:1 which is considered unacceptable. Dividend accrual not separately categorised which is not acceptable.

Vote Cast: *Oppose* Results: For: 90.9, Abstain: 1.7, Oppose/Withhold: 7.4,

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

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

10. *Elect Charlotte Hogg - Non-Executive Director*
Independent Non-Executive Director. There are concerns over the director's potential time commitments, and the director could not prove full attendance of board and committee meetings during the year.

Vote Cast: *Abstain* Results: For: 99.2, Abstain: 0.6, Oppose/Withhold: 0.2,

19. *Authorise Issue of Equity without Pre-emptive Rights in Connection with 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: 97.9, Abstain: 0.4, Oppose/Withhold: 1.7,

20. *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: 98.6, Abstain: 0.1, Oppose/Withhold: 1.3,

HIKMA PHARMACEUTICALS PLC AGM - 23-04-2021

1. *Receive the Annual Report*

Disclosure is considered adequate. The financial statements were sufficiently made available before the meeting and have been audited and certified. However, there are some concerns over the company's sustainability policies and practices. As a result, it is recommended to abstain from voting on the annual report in addition to the board-level accountability, as sustainability (and the concerns associated with its governance at the company) is included in the annual report submitted for shareholders' approval.

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

3. *Re-appoint PricewaterhouseCoopers LLP as Auditors*

PwC proposed. Non-audit fees represented 7.14% of audit fees during the year under review and 2.60% on a three-year aggregate basis. This level of non-audit fees does not raise serious concerns about the independence of the statutory auditor.
In late 2020 International Auditing and Assurance Standards Board (IAASB) produced a consultation entitled, Fraud and Going Concern and refers to the "expectations gap" in the sense that the public expect more of auditors than is expected of them. By reference to conclusions of the BEIS Select Committee of Parliament and High Court decisions, there isn't an expectations gap so far as the UK at least is concerned. Indeed auditor duties in respect of fraud are onerous and in the Barings case at the High Court the issue of negligence didn't merely involve the signing of the public accounts by the audit partner with misstated amounts in, but earlier at the time more junior members of staff missed the fraud when reviewing a bank reconciliation (a private and not public document).
The IAASB model of auditing is based on auditors certifying information that is "useful to users". That construct side-steps the crucial duties auditors have for the benefit of the company itself as the Barings case demonstrated. In PIRC's view that model fuels an unwarranted expectations gap and, if audits are limited by the standards misdirect the focus of audits to being "useful for users", a delivery gap because the legal standard and duty is broader than the standards themselves state. PIRC has therefore asked the IAASB to reissue its consultation and has also written to the largest accounting firms to repudiate the IAASB consultation and confirm that the concept of an 'expectations gap' does not limit the scope of their work. In parallel PIRC has reviewed responses from the largest accounting firms to the IAASB determine whether they were encouraging or refuting the concept of an expectations gap. Both Deloitte and BDO correctly referred to the "expectations gap" being dependent on local laws. Both firms also referred to problems with international auditing standards and international accounting standards. BDO went so far as to make other recommendations as well. Mazars did similar in giving evidence to the BEIS Select Committee. In the absence of similar statements from PwC, KPMG, EY or Grant Thornton, PIRC is unable to support re-election or re-appointment of those firms as auditors.

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

6. *Re-elect Said Darwazah - Chair (Executive)*

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* Results: For: 96.2, Abstain: 1.0, Oppose/Withhold: 2.8,

12. *Re-elect John Castellani - Non-Executive Director*
Independent non-executive director and 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 that the Company's sustainability policies and practice are not considered to be adequate in order to minimize material risks linked to sustainability, an abstain vote is recommended.

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

15. *Approve the Remuneration Report*
Disclosure: All elements of the Single Total Remuneration Table are adequately disclosed. The highest paid director salary is not in line with the workforce, since the highest paid director's salary (HPD) increased by 3% and the average employee's salary has increased by 1.8%. The HPD's salary is in the upper quartile of PIRC's comparator group which raises concerns over potential excessive salary payments.
Balance: The balance of the HPD's 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 total level of variable remuneration paid in the year under review is the equivalent of 198.8% of base salary and is considered not excessive. The CEO/average employee pay ratio is excessive at 79:1.
Rating: AC

Vote Cast: *Abstain* Results: For: 89.8, Abstain: 0.7, Oppose/Withhold: 9.6,

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

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,

FDM GROUP (HOLDINGS) PLC AGM - 28-04-2021

1. *Receive the Annual Report*
Disclosure is considered adequate. The financial statements were sufficiently made available before the meeting and have been audited and certified. However, there are some concerns over the company's sustainability policies and practices. As a result, it is recommended to abstain from voting on the annual report in addition to the board-level accountability, as sustainability (and the concerns associated with its governance at the company) is included in the annual report submitted for shareholders' approval.

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

2. *Approve Remuneration Policy*
Policy Rating: CDC Changes proposed: i) Pension contributions: The maximum of up to 3% of salary has been replaced with a maximum aligned to the pension provision for the wider workforce (which is currently 4%). In addition, the 15% limit for new Executive Directors has been removed and all Executive directors will be subject to the new cap which is currently 4% in line with workforce pension contribution. ii) Performance Share Plan, maximum opportunity increased from 100% of the salary to 150% of the salary, iii) Inclusion of post-employment shareholding requirement. Each h Executive Director must retain: a) until the audit sign-off of the financial statements for the year in which Executive Directors leave the business, the number of shares which are subject to the post-cessation policy as are equal to the in-service shareholding guideline and, b) until the audit sign-off of the financial statements for the following year, such of those shares as are equal to 50% of the in-service shareholding guideline and iv) Inclusion of a as "trigger" events for malus and clawback material corporate failure and serious reputational damage, as referred to in the 2018 Directors' Remuneration Report. The malus and clawback provisions will also apply to Executive Directors' BAYE matching shares.
The overall disclosure is considered acceptable. There are concerns over the excessiveness of CEO's pay under all incentive schemes which stands at 300% of salary (Annual Bonus: 150% : PSP: 150%). The company states in the Remuneration report that for the year under review it will retain the maximum for the Annual Bonus at 120% of the salary and the PSP award at 100% of the salary, however, this is not considered adequate since it is preferable the total variable pay not to be higher than 200% of the salary. For the annual bonus up to 33% of any bonus earned is deferred for two years however best practice is for half of the bonus to be deferred. Deferred bonuses can include a right to dividend equivalents which is considered to be inappropriate. The Performance Share Plan, is based on the achievement of EPS. The absence of Non-financial parameters to assess Executives' long-term performance is considered contrary to best practice as such factors are generally beyond an individual director's control. Non-financial parameters allow the remuneration policy to focus on the operational performance of the business as a whole and the individual roles of each of the senior executives in achieving that performance. The vesting period is three years which is not considered sufficiently long-term, however a two year holding period apply which is welcomed. Malus and clawback provisions apply to all variable pay.

Vote Cast: *Oppose* Results: For: 93.8, Abstain: 2.8, Oppose/Withhold: 3.4,

5. *Approve the amendments of the FDM 2014 Performance Share Plan*
It is proposed to approve the amendments of the company's Performance Share Plan. The amendments include an increase in the Directors Limit to permit the grant of awards in respect of a financial year over shares with a value of up to 150% of salary (with no increase to the 200% of salary exceptional circumstances limit). This additional headroom is proposed to align the terms of the PSP with the new Directors' Remuneration Policy for which approval is sought. For consistency, the Employee Limit is proposed to be increased to permit the grant of awards in respect of a financial year over shares with a value of up to the greater of 150% of salary and GBP 225,000 (with no increase to the 200% of salary or GBP 300,000 exceptional circumstances limit). The amendments proposed do not promote better alignment with shareholders. Moreover, PIRC does not consider that LTIPs are an effective means of incentivizing performance. These schemes are not considered to be properly long term and are subject to manipulation due to their discretionary nature. Opposition is recommended.

Vote Cast: *Oppose* Results: For: 98.2, Abstain: 0.0, Oppose/Withhold: 1.8,

6. *Approve Buy-As-You-Earn Plan*
The FDM Buy-As-You-Earn Plan (the "BAYE") is an employee share purchase plan pursuant to which participants can acquire ordinary shares in the Company (Shares). The BAYE will be administered by the board of directors or a committee appointed by it. Eligible to participate are the employees of the company including Executive directors. The BAYE provides employees with the opportunity to purchase Shares using money contributed from their after-tax remuneration ("Purchased Shares"). The maximum value of Purchased Shares that may be acquired in respect of any financial year of the Company is GBP 12,000. The Board may grant "Matching Share Awards" to employees who acquire Purchased Shares, which entitle the employees to acquire for free additional "Matching Shares". A participant's right to receive Matching Shares is conditional upon them leaving Purchased Shares in the BAYE until the vesting date. The matching ratio and timetable are as follows: a) Following the end of the first year following the year in respect of which Purchased Shares are acquired: "1 for 3" match of the Purchased Shares acquired in respect of a year, b) Following the end of the third year following the year in respect of which Purchased Shares are acquired: 1 for 3" match of the Purchased Shares acquired in respect of a year and c) Following the end of the fifth year following the year in respect of which Purchased Shares are acquired: 1 for 3" match of the Purchased Shares acquired in respect of a year. As an example, if a participant acquired 900 Purchased Shares in respect of 2021, they will receive 300 Matching Shares following the end of each of 2022, 2024 and 2026. Matching Share Awards will normally lapse if the Purchased Shares to which they relate are disposed of before the vesting dates. Before Matching Shares have been delivered, the Board may decide to pay a cash amount equal to the value of some or all of the Shares the participant would otherwise have received on the vesting of the Matching Share Award. The Board only intends to cash settle awards where the particular circumstances make that appropriate. It is proposed to approve a restricted share plan for employees and corporate officers. The Board would receive the authority to set beneficiaries and other conditions. After allotment, shares will be restricted for three years, which is not considered to be sufficiently long term. The Company states that exercise of shares will be based on targets, which at this time remain undisclosed.
Plans to increase employee shareholding are considered to be a positive governance practice, as they can contribute to alignment between employees and shareholders. On the other hand, executives are also among the beneficiaries: it is considered that support should not be given to stock or share option plans that do not lay out clear performance criteria, targets and conditions. On balance, opposition is recommended.

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

8. *Re-elect Roderick Flavell - Chief Executive*
Chief Executive. Acceptable service contract provisions. However, it is noted that this director is also a member of the nomination committee. It is important that this committee be exclusively comprised of independent directors in order to ensure an equitable and unprejudiced appointment process. Membership of the committee by the CEO raises serious concerns in this regard and therefore an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 94.0, Abstain: 0.0, Oppose/Withhold: 6.0,

11. *Re-elect Alan Kinnear - Non-Executive Director*
Non-Executive Director. The director is not independent as it is considered he is in a material relationship with PwC, the auditor of the company. He was an executive at PwC until 2015. It is also noted he is a member of the Audit Committee. This relationship raises concerns over a potential conflict of interest. On this basis, an oppose vote is recommended.

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

12. *Re-elect David Lister - Chair (Non Executive)*

Chair. There are also concerns over his potential aggregate time commitments. However, he has attended all the board and committee meetings he was eligible to attend during the year under review.
As the Chair of the Sustainability Committee is not up for election, the Chair of the Board is considered accountable for the Company's Sustainability programme. As such, given that the Company's sustainability policies and practice are not considered to be adequate in order to minimize material risks linked to sustainability. On this basis, an abstain vote is recommended

Vote Cast: *Abstain* Results: For: 94.4, Abstain: 4.8, Oppose/Withhold: 0.8,

16. *Re-appoint PricewaterhouseCoopers LLP as Auditors*
PwC proposed. Non-audit fees represented 5.86% of audit fees during the year under review and 5.62% on a three-year aggregate basis. This level of non-audit fees does not raise serious concerns about the independence of the statutory auditor. The current auditor has been in place for more than five years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor.
In late 2020 International Auditing and Assurance Standards Board (IAASB) produced a consultation entitled, Fraud and Going Concern and refers to the "expectations gap" in the sense that the public expect more of auditors than is expected of them. By reference to conclusions of the BEIS Select Committee of Parliament and High Court decisions, there isn't an expectations gap so far as the UK at least is concerned. Indeed auditor duties in respect of fraud are onerous and in the Barings case at the High Court the issue of negligence didn't merely involve the signing of the public accounts by the audit partner with misstated amounts in, but earlier at the time more junior members of staff missed the fraud when reviewing a bank reconciliation (a private and not public document).
The IAASB model of auditing is based on auditors certifying information that is "useful to users". That construct side-steps the crucial duties auditors have for the benefit of the company itself as the Barings case demonstrated. In PIRC's view that model fuels an unwarranted expectations gap and, if audits are limited by the standards misdirect the focus of audits to being "useful for users", a delivery gap because the legal standard and duty is broader than the standards themselves state. PIRC has therefore asked the IAASB to reissue its consultation and has also written to the largest accounting firms to repudiate the IAASB consultation and confirm that the concept of an 'expectations gap' does not limit the scope of their work. In parallel PIRC has reviewed responses from the largest accounting firms to the IAASB determine whether they were encouraging or refuting the concept of an expectations gap. Both Deloitte and BDO correctly referred to the "expectations gap" being dependent on local laws. Both firms also referred to problems with international auditing standards and international accounting standards. BDO went so far as to make other recommendations as well. Mazars did similar in giving evidence to the BEIS Select Committee. In the absence of similar statements from PwC, KPMG, EY or Grant Thornton, PIRC is unable to support re-election or re-appointment of those firms as auditors.

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

20. *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,

21. *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: 98.2, Abstain: 0.0, Oppose/Withhold: 1.7,

LONDON STOCK EXCHANGE GROUP PLC AGM - 28-04-2021

3. *Approve the Remuneration Report*
Disclosure: All elements of the Single Total Remuneration Table are adequately disclosed. The CEO salary is in line with the workforce as the salary for the Chief Executive increased by 2% for the year under review and the workforce salary increased by 3%. However, the CEO salary is in the upper quartile of the competitor group which is raised concerns over excessiveness.
Balance: The total realized awards made all incentive schemes are not considered acceptable standing at 726% of base salary for the CEO. In addition, the ratio of CEO pay compared to the average employee is not considered acceptable at 30:1. The balance of realized pay with financial performance is considered acceptable as changes in CEO total pay over the last five years are considered in line with changes in TSR performance during the same period.
Rating: AD

Vote Cast: *Oppose* Results: For: 75.2, Abstain: 1.6, Oppose/Withhold: 23.1,

18. *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. It is noted this resolution registered a significant number of oppose votes of 13.35% at the 2019 AGM which has not been adequately addressed. Opposition is recommended.

Vote Cast: *Oppose* Results: For: 92.4, Abstain: 0.0, Oppose/Withhold: 7.6,

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

Vote Cast: *Oppose* Results: For: 98.5, Abstain: 0.1, Oppose/Withhold: 1.4,

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: 99.1, Abstain: 0.1, Oppose/Withhold: 0.8,

LANCASHIRE HOLDINGS LIMITED AGM - 28-04-2021

2. *Approve the Remuneration Report*
Disclosure: All elements of the Single Total Remuneration Table are adequately disclosed. The CEO salary is in line with the workforce as for the year under review, CEO salary increase by 3.1% when the workforce increase by 8.7%. CEO salary is in the median of the competitors group.
Balance: 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 Annual Bonus and the LTIP are excessive, amounting to 349.8% of salary for the CEO. The ratio of CEO pay compared to average employee pay is acceptable at 15:1
Rating: AD

Vote Cast: *Oppose* Results: For: 64.9, Abstain: 3.4, Oppose/Withhold: 31.7,

12. *Re-appoint KPMG LLP as auditors of the Company*
KPMG proposed. Non-audit fees represented 15.79% of audit fees during the year under review and 6.25% on a three-year aggregate basis. This level of non-audit fees raises some concerns about the independence of the statutory auditor.
In late 2020 International Auditing and Assurance Standards Board (IAASB) produced a consultation entitled, Fraud and Going Concern and refers to the "expectations gap" in the sense that the public expect more of auditors than is expected of them. By reference to conclusions of the BEIS Select Committee of Parliament and High Court decisions, there isn't an expectations gap so far as the UK at least is concerned. Indeed auditor duties in respect of fraud are onerous and in the Barings case at the High Court the issue of negligence didn't merely involve the signing of the public accounts by the audit partner with misstated amounts in, but earlier at the time more junior members of staff missed the fraud when reviewing a bank reconciliation (a private and not public document).
The IAASB model of auditing is based on auditors certifying information that is "useful to users". That construct side-steps the crucial duties auditors have for the benefit of the company itself as the Barings case demonstrated. In PIRC's view that model fuels an unwarranted expectations gap and, if audits are limited by the standards misdirect the focus of audits to being "useful for users", a delivery gap because the legal standard and duty is broader than the standards themselves state. PIRC has therefore asked the IAASB to reissue its consultation and has also written to the largest accounting firms to repudiate the IAASB consultation and confirm that the concept of an 'expectations gap' does not limit the scope of their work. In parallel PIRC has reviewed responses from the largest accounting firms to the IAASB determine whether they were encouraging or refuting the concept of an expectations gap. Both Deloitte and BDO correctly referred to the "expectations gap" being dependent on local laws. Both firms also referred to problems with international auditing standards and international accounting standards. BDO went so far as to make other recommendations as well. Mazars did similar in giving evidence to the BEIS Select Committee. In the absence of similar statements from PwC, KPMG, EY or Grant Thornton, PIRC is unable to support re-election or re-appointment of those firms as auditors.

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

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 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: 86.7, Abstain: 0.0, Oppose/Withhold: 13.3,

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

GRAFTON GROUP PLC AGM - 28-04-2021

1. *Receive the Annual Report*

Disclosure is adequate. The financial statements were made available sufficiently before the meeting and have been audited and certified. However, there are serious concerns over the Company's sustainability policies and practice. As there are no directors up for election at this meeting, who could be held accountable for the Company's sustainability programme, an oppose vote is recommended on the Annual Report.

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

3.A. *Re-elect Michael Roney - Chair (Non Executive)*

Non-Executive Chair, independent on appointment. However, Mr. Roney is also Chair of the Nomination Committee.

Regardless of local practice or recommendations, or average percentage of diversity on the boards of local listed companies, it is considered that gender diversity should be explicitly taken into account when appointing directors. Namely, it is considered that at least one-third of the board should be reserved for the less represented gender. There is an increasing amount of research that suggests that more diverse companies actually perform better than less diverse companies, and they lead to higher returns. At this time, diversity on the board is below the above-mentioned level; nevertheless, the company has stated it as target one third of the Board female representation, as set out in the Hampton-Alexander Review. Furthermore, It is not clear from company reporting that the recommendations of the Parker report (2016), which seeks to improve the ethnic and cultural diversity of UK boards, are being sufficiently addressed and acted upon. In addition, Mr. Roney 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. Finally it is noted that Mr. Roney received significant opposition in his re-election on the 2020 Annual General Meeting of 13.9% of oppose votes and, the Company did not disclosed how it adress the issue with its shareholders. Overall opposition is recommended.

Vote Cast: *Oppose* Results: For: 53.4, Abstain: 10.1, Oppose/Withhold: 36.5,

4. *Ratify PricewaterhouseCoopers as Auditors*

PwC proposed. No non-audit fees were paid to the auditors in the past three years. This approach is commended. Support is recommended.

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

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

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 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,

14. *Approve 2021 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. Vesting period is three years and as such is considered to be short-term, while performance targets have not been fully disclosed in a quantified manner at this time.

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: 97.7, Abstain: 0.0, Oppose/Withhold: 2.3,

BRITISH AMERICAN TOBACCO PLC AGM - 28-04-2021

2. *Approve the Remuneration Report*

Disclosure: All elements of the Single Total Remuneration Table are adequately disclosed. The salary for the CEO increased by 3% and is in line with the workforce. However, CEO salary is in the upper quartile of the competitors group which raises concerns for potential excessiveness.

Balance: 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 Annual Bonus and the LTIP are excessive, amounting to 228.61% of salary for the CEO. The ratio of CEO pay compared to average employee pay is not acceptable at 166:1, and significantly exceeds the recommended limit of 20:1.

Rating: AD

Vote Cast: *Oppose* Results: For: 61.7, Abstain: 0.0, Oppose/Withhold: 38.3,

3. *Re-appoint KPMG LLP as auditors of the Company*
KPMG proposed. Non-audit fees represented 2.69% of audit fees during the year under review and 2.62% on a three-year aggregate basis. This level of non-audit fees does not raise serious concerns about the independence of the statutory auditor. The current auditor has been in place for more than five years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor.
In late 2020 International Auditing and Assurance Standards Board (IAASB) produced a consultation entitled, Fraud and Going Concern and refers to the "expectations gap" in the sense that the public expect more of auditors than is expected of them. By reference to conclusions of the BEIS Select Committee of Parliament and High Court decisions, there isn't an expectations gap so far as the UK at least is concerned. Indeed auditor duties in respect of fraud are onerous and in the Barings case at the High Court the issue of negligence didn't merely involve the signing of the public accounts by the audit partner with misstated amounts in, but earlier at the time more junior members of staff missed the fraud when reviewing a bank reconciliation (a private and not public document).
The IAASB model of auditing is based on auditors certifying information that is "useful to users". That construct side-steps the crucial duties auditors have for the benefit of the company itself as the Barings case demonstrated. In PIRC's view that model fuels an unwarranted expectations gap and, if audits are limited by the standards misdirect the focus of audits to being "useful for users", a delivery gap because the legal standard and duty is broader than the standards themselves state. PIRC has therefore asked the IAASB to reissue its consultation and has also written to the largest accounting firms to repudiate the IAASB consultation and confirm that the concept of an 'expectations gap' does not limit the scope of their work. In parallel PIRC has reviewed responses from the largest accounting firms to the IAASB determine whether they were encouraging or refuting the concept of an expectations gap. Both Deloitte and BDO correctly referred to the "expectations gap" being dependent on local laws. Both firms also referred to problems with international auditing standards and international accounting standards. BDO went so far as to make other recommendations as well. Mazars did similar in giving evidence to the BEIS Select Committee. In the absence of similar statements from PwC, KPMG, EY or Grant Thornton, PIRC is unable to support re-election or re-appointment of those firms as auditors.

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

5. *Re-elect Luc Jobin - Chair (Non Executive)*
Newly appointed Chair at the end of the 2021 AGM. 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. In addition, it is a generally accepted norm of good practice that a Chair of the Board should act with a proper degree of independence from the Company's management team when exercising his or her oversight of the functioning of the Board. Being a non-independent Chair is considered to be incompatible with this. Oppose vote is therefore recommended.

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

13. *Re-elect Dimitri Panayotopoulos - Senior Independent Director*
Senior Independent Director. Considered independent. However, Mr. Panayotopoulos received significant opposition on the 2020 AGM of 10.81% which the company did not disclose how it address the issue with its shareholders. On balance abstention is recommended.

Vote Cast: *Abstain* Results: For: 86.1, Abstain: 0.0, Oppose/Withhold: 13.9,

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

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

19. *Approve Political Donations*
Approval sought to make donations to political organizations and incur political expenditure not exceeding GBP100,000 in total. The Company did not make any political donations to European Union (EU) political organizations 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 totaling GBP 4,851,616 (USD 6,229,475) for the full year 2020 to US political organizations, non-federal-level political party committees and to campaign committees of various non-federal candidates, in accordance with their contributions programme. Donations to political organizations are not acceptable and are contrary to best practice. An oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 89.2, Abstain: 0.0, Oppose/Withhold: 10.8,

MODERNA INC AGM - 28-04-2021

1.2. *Elect Elizabeth Nabel M.D. - Non-Executive Director*
Independent Non-Executive Director. There are concerns over the director's potential time commitments, and the director could not prove full attendance of board and committee meetings during the year.

Vote Cast: *Abstain*

1.3. *Elect Elizabeth Tallett - Non-Executive Director*
Newly-appointed Independent Non-Executive Director. There are concerns over the director's potential time commitments, and the director could not prove full attendance of board and committee meetings during the year.

Vote Cast: *Abstain*

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: BCA. Based on this rating, abstention is recommended.

Vote Cast: *Abstain*

3. *Appoint Ernst & Young LLP as Auditors*
EY proposed. Non-audit fees represented 94.47% of audit fees during the year under review. 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*

ASML HOLDING NV AGM - 29-04-2021

3.A. *Approve the Remuneration Report*
It is proposed to approve the implementation of the remuneration report. The payout is in line with best practice, being under 200% of the fixed salary. There are claw back clauses in place over the entirety of the variable remuneration, which is welcomed. However, the Company has not fully disclosed quantified targets against which the achievements and the corresponding variable remuneration has been calculated. Although a common practice in this market as this is deemed to be sensitive information, it prevents an accurate assessment and may lead to overpayment against underperformance. On balance, abstention is recommended.

Vote Cast: *Abstain* Results: For: 83.9, Abstain: 1.4, Oppose/Withhold: 14.7,

3.B. *Approve Financial Statements*
The financial statements were made available sufficiently before the meeting and have been audited and certified. However, given are serious concerns over the Company's sustainability policies and practice, it is considered that the financial statements may not reflect accurately the material and financial impact of non-traditionally financial risks.

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

4.A. *Approve Discharge of Management Board*
Standard proposal. The Company's sustainability policies and practice are not considered to be adequate in order to minimize material risks linked to sustainability. As there are no directors up for election at this meeting, who could be held accountable for the Company's sustainability programme, and the financial statements are not submitted to vote, abstention is recommended on the discharge.

Vote Cast: *Abstain* Results: For: 97.8, Abstain: 0.9, Oppose/Withhold: 1.3,

4.B. *Approve Discharge of Supervisory Board*
Standard proposal. The Company's sustainability policies and practice are not considered to be adequate in order to minimize material risks linked to sustainability. As there are no directors up for election at this meeting, who could be held accountable for the Company's sustainability programme, and the financial statements are not submitted to vote, abstention is recommended on the discharge.

Vote Cast: *Abstain* Results: For: 97.9, Abstain: 0.8, Oppose/Withhold: 1.3,

6. *Approve Certain Adjustments to the Remuneration Policy for Management Board*
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: 93.6, Abstain: 0.3, Oppose/Withhold: 6.1,

10. *Appoint the Auditors*
KPMG proposed. Non-audit fees represented 0.43% 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 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: 99.8, Abstain: 0.1, Oppose/Withhold: 0.1,

11.B. *Authorise the Board to Waive Pre-emptive Rights*
It is proposed to exclude pre-emption rights on shares issued over a period of 18 months. The corresponding authority for issuing shares without pre-emptive rights, requested in a previous proposal, does not exceed guidelines (10%). However it is considered that shareholders should be allowed to vote on such resolutions annually. Opposition is recommended.

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

11.C. *Issue Shares for Cash for the Purpose of Financing an Acquisition or Other Capital Investment*
Proposed authority to issue up to 10% of the share capital to be used in exchanges in times of public offer initiated by the Company. At this time, the Company has not disclosed specific plans to future exchange offers. As the proposed authority exceeds guidelines, and in absence of specific reasons, opposition is recommended.

Vote Cast: *Oppose* Results: For: 99.6, Abstain: 0.1, Oppose/Withhold: 0.3,

11.D. *Authorise the Board to Waive Pre-emptive Rights in connection with item 11.C*
Proposed authority to issue up to 10% of the share capital to be used in exchanges in times of public offer initiated by the Company. At this time, the Company has not disclosed specific plans to future exchange offers. As the proposed authority exceeds guidelines, and in absence of specific reasons, opposition is recommended.

Vote Cast: *Oppose* Results: For: 98.3, Abstain: 0.1, Oppose/Withhold: 1.6,

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: 98.7, Abstain: 0.1, 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: 96.3, Abstain: 0.3, Oppose/Withhold: 3.4,

JAMES FISHER AND SONS PLC AGM - 29-04-2021

1. *Receive the Annual Report*
The annual report was made available sufficiently before the meeting and has been audited and certified. However, given are serious concerns over the Company's sustainability policies and practice, it is considered that the annual report and the financial statements may not reflect accurately the material and financial impact of non-traditionally financial risks. As a result, it is recommended to abstain from voting on the annual report in addition to the board-level accountability, as sustainability (and the concerns associated with its governance at the company) is included in the annual report submitted for shareholders' approval.

Vote Cast: *Abstain* Results: For: 98.4, Abstain: 1.6, Oppose/Withhold: 0.0,

2. *Approve 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 for 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: 96.8, Abstain: 0.8, Oppose/Withhold: 2.4,

5. *Elect Eoghan OLionaird - Chief Executive*
Chief Executive. Acceptable service contract provisions. 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 that the Company's sustainability policies and practice are not considered to be adequate in order to minimize material risks linked to sustainability, an abstain vote is recommended.

Vote Cast: *Abstain* Results: For: 97.6, Abstain: 1.6, Oppose/Withhold: 0.8,

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

make other recommendations as well. Mazars did similar in giving evidence to the BEIS Select Committee. In the absence of similar statements from PwC, KPMG, EY or Grant Thornton, PIRC is unable to support re-election or re-appointment of those firms as auditors.

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

13. *Approve New Long Term Incentive Plan*
The Board proposes the approval of a new executive incentive plan. Under the plan, participants will be allotted shares or rights to shares. 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* Results: For: 96.8, Abstain: 0.0, Oppose/Withhold: 3.2,

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

Vote Cast: *Oppose* Results: For: 97.8, Abstain: 0.0, Oppose/Withhold: 2.1,

17. *Authorise Share Repurchase*
It is proposed to authorise the Board to purchase Company's shares until next AGM. This resolution will not be supported unless the Board has set forth a clear, cogent and compelling case demonstrating how the authority would benefit long-term shareholders. As no clear justification was provided by the Board, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 98.1, Abstain: 0.0, Oppose/Withhold: 1.8,

CRH PLC AGM - 29-04-2021

3. *Approve the Remuneration Report*

Disclosure: All elements of the Single Total Remuneration Table are adequately disclosed. CEO salary decrease by 4%, were the workforce salary increase by 1%. Therefore CEO salary is in line with the workforce. The Chief Executive salary is above the upper quartile of the competitors group which raises concerns for potential excessiveness.
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. Total variable pay was at 618.8% of the salary (Annual Bonus: 206% & PSP: 412.8%) . It is recommended that total variable pay does not exceed 200% of salary in a year. The ratio of CEO pay compared to average employee pay is unacceptable, standing at 76:1, it is recommended

that the ratio does not exceed 20:1.
Rating: AE

Vote Cast: *Oppose* Results: For: 91.4, Abstain: 0.1, Oppose/Withhold: 8.5,

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

10. *Authorise Share Repurchase*
It is proposed to authorise the Board to purchase Company's shares for 10% until the next AGM. This resolution will not be supported unless the Board has set forth a clear, cogent and compelling case demonstrating how the authority would benefit long-term shareholders. As no clear justification was provided by the Board, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 97.4, Abstain: 0.1, Oppose/Withhold: 2.6,

ROTORK PLC AGM - 30-04-2021

3. *Approve the Remuneration Report*
Disclosure: All elements of the Single Total Remuneration Table are adequately disclosed.CEO salary increase by 2.5% and is in line with the workforce which has a salary increase of 2.6%. The CEO's salary is in the of a peer comparator group.
Balance: Changes in CEO in the last five years are not considered in line with changes in TSR during the same period. During the last five years CEO increase was 39.5% were the TSR increase was at 15.5% The CEO's variable pay for the year under review is approximately 229.4% of base salary, which is considered excessive. The ratio of CEO pay compared to average employee pay is not considered appropriate at 31:1.
Rating: AD

Vote Cast: *Oppose* Results: For: 92.3, Abstain: 0.9, Oppose/Withhold: 6.8,

9. *Elect Martin Lamb - Chair (Non Executive)*
Independent Non-Executive Chair and chair of the nomination committee.
At this time, the company has not reported its progresses made on the recommendations of the Parker report (2016), which seeks to improve the ethnic and cultural diversity of UK boards. As chair of the nomination committee, opposition is recommended.

Vote Cast: *Oppose* Results: For: 92.8, Abstain: 0.3, Oppose/Withhold: 6.9,

11. *Re-appoint Deloitte LLP as Auditors*
Deloitte proposed. Non-audit fees represented 4.57% of audit fees during the year under review and 4.58% 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: 99.4, Abstain: 0.5, Oppose/Withhold: 0.0,

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

Vote Cast: *Oppose* Results: For: 97.3, Abstain: 0.0, Oppose/Withhold: 2.7,

16. *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: 99.2, Abstain: 0.1, Oppose/Withhold: 0.7,

CARVANA CO AGM - 03-05-2021

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

Vote Cast: *Oppose*

3. *Ratify Grant Thornton LLP as Auditors*
Grant Thornton LLP proposed. Non-audit fees represented 26.80% of audit fees during the year under review and 29.27% 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*

4. *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: ECB. Based on this rating, opposition is recommended.

Vote Cast: *Oppose*

HERMES INTERNATIONAL AGM - 04-05-2021

O.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: 99.5, Abstain: 0.0, Oppose/Withhold: 0.5,

O.6. *Authorize Repurchase of Up to 10 Percent of Issued Share Capital*
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: 94.0, Abstain: 0.1, Oppose/Withhold: 5.9,

O.8. *Approve Compensation of Axel Dumas, General Manager*
It is proposed to approve the remuneration paid to Axel Dumas, General Manager of the company. 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 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: 94.3, Abstain: 0.2, Oppose/Withhold: 5.6,

O.9. *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: 94.3, Abstain: 0.2, Oppose/Withhold: 5.6,

O.11. *Approve Remuneration Policy of General Managers*
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 consequence 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 these grounds, opposition is recommended.

Vote Cast: *Oppose* Results: For: 94.0, Abstain: 0.1, Oppose/Withhold: 5.9,

O.13. *Elect Matthieu Dumas - Non-Executive Director*
Non-Executive Director. Not considered to be independent as he 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. 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 is insufficient independent representation on the Board.

Vote Cast: *Oppose* Results: For: 99.5, Abstain: 0.1, Oppose/Withhold: 0.4,

O.14. *Elect Blaise Guerrand - Non-Executive Director*
Non-Executive Director. Not considered to be independent as he 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 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: 96.8, Abstain: 0.1, Oppose/Withhold: 3.1,

O.15. *Elect Olympia Guerrand - Non-Executive Director*
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 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: 96.9, Abstain: 0.1, Oppose/Withhold: 3.0,

E.19. *Authorize Issuance of Equity or Equity-Linked Securities with Preemptive Rights up to 40 Percent of Issued Capital*
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 50% 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,

E.20. *Authorize Issuance of Equity or Equity-Linked Securities without Preemptive Rights up to 40 Percent of Issued Capital*
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. Authority is sought to issue shares without pre-emptive rights. 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: 90.1, Abstain: 0.0, Oppose/Withhold: 9.9,

E.21. *Authorize Capital Issuances for Use in Employee Stock Purchase Plans*
Authority for a capital increase for up to 1% of share capital for employees participating to saving plans. The maximum discount applied will be 30% on the market share price. 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. However, the discount to be applied exceeds guidelines (20%). Opposition is therefore recommended.

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

E.22. *Approve Issuance of Equity or Equity-Linked Securities up to 20 Percent of Issued Capital Per Year for Private Placements*
The Board requests authority to approve an authority for the issue of shares by private placement. 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: 90.3, Abstain: 0.0, Oppose/Withhold: 9.7,

E.23. *Authorize Capital Increase of up to 10 Percent of Issued Capital for Contributions 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: 92.1, Abstain: 0.0, Oppose/Withhold: 7.9,

E.25. *Delegate Powers to the Management Board to Issue Shares in Connection with Item 24 Above*
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 50% 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: 90.4, Abstain: 0.0, Oppose/Withhold: 9.6,

BARCLAYS PLC AGM - 05-05-2021

1. *Approve Financial Statements*
Disclosure is adequate. The financial statements were made available sufficiently before the meeting and have been audited and certified. The Company's Sustainability programme is considered to be adequate in order to minimize the impact from material non-financial risks and aiming at better performance. However, owing to concerns surrounding the highlighted issues regarding alleged money laundering, opposition is recommended.

Vote Cast: *Oppose* Results: For: 98.0, Abstain: 0.2, Oppose/Withhold: 1.8,

2. *Approve the Remuneration Report*
Disclosure: All elements of the Single Total Remuneration Table are adequately disclosed. CEO salary did not increase. CEO salary is on the upper quartile of the

competitor group
Balance: 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 58.9% (Annual Bonus: 35.9% & LTIP: 23%)of salary for the CEO. The ratio of CEO pay compared to average employee pay is not acceptable at 90:1.
Rating: AC

Vote Cast: *Abstain* Results: For: 97.5, Abstain: 1.8, Oppose/Withhold: 0.7,

14. *Elect Jes Staley - Chief Executive*
Chief Executive. It is considered that the company has not adequately responded to to recent concerns highlighted below, particularly regarding alleged money laundering, and the alleged treatment of customers facing financial difficulty. These issues are considered to be resultant of issues with the company's corporate culture, for which the CEO is considered to be responsible. For this reason, opposition is recommended.

Vote Cast: *Oppose* Results: For: 97.9, Abstain: 0.0, Oppose/Withhold: 2.0,

15. *Reappoint KPMG LLP as Auditors*
KPMG proposed. Non-audit fees represented 4.26% of audit fees during the year under review and 4.55% on a three-year aggregate basis. This level of non-audit fees does not raise serious concerns about the independence of the statutory auditor.
In late 2020 International Auditing and Assurance Standards Board (IAASB) produced a consultation entitled, Fraud and Going Concern and refers to the "expectations gap" in the sense that the public expect more of auditors than is expected of them. By reference to conclusions of the BEIS Select Committee of Parliament and High Court decisions, there isn't an expectations gap so far as the UK at least is concerned. Indeed auditor duties in respect of fraud are onerous and in the Barings case at the High Court the issue of negligence didn't merely involve the signing of the public accounts by the audit partner with misstated amounts in, but earlier at the time more junior members of staff missed the fraud when it was smaller reviewing a bank reconciliation (a private and not public document).
The IAASB model of auditing is based on auditors certifying information that is "useful to users". That construct side-steps the crucial duties auditors have for the benefit of the company itself as the Barings case demonstrated. In PIRC's view that model fuels an unwarranted expectations gap and, if audits are limited by the standards misdirect the focus of audits to being "useful for users", a delivery gap because the legal standard and duty is broader than the standards themselves state. PIRC has therefore asked the IAASB to reissue its consultation and has also written to the largest accounting firms to repudiate the IAASB consultation and confirm that the concept of an 'expectations gap' does not limit the scope of their work. In parallel PIRC has reviewed responses from the largest accounting firms to the IAASB determine whether they were encouraging or refuting the concept of an expectations gap. Both Deloitte and BDO correctly referred to the "expectations gap" being dependent on local laws. Both firms also referred to problems with international auditing standards and international accounting standards. BDO went so far as to make other recommendations as well. Mazars did similar in giving evidence to the BEIS Select Committee. In the absence of similar statements from PwC, KPMG, EY or Grant Thornton, PIRC is unable to support re-election or re-appointment of those firms as auditors.

Vote Cast: *Oppose* Results: For: 98.2, Abstain: 0.0, Oppose/Withhold: 1.8,

17. *Approve Political Donations*
The proposed authority is subject to an overall aggregate limit on political donations and expenditure of GBP 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. An abstain vote is recommended.

Vote Cast: *Abstain* Results: For: 97.2, Abstain: 1.7, Oppose/Withhold: 1.1,

20. *Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment*
The authority sought is limited to 10% of the Company's issued share capital and expires at the next AGM. This exceeds the recommended 5% maximum. An oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 97.0, Abstain: 0.0, Oppose/Withhold: 2.9,

21. *Authorise Issue of Equity in Relation to the Issuance of Contingent Equity Conversion Notes*
It is proposed to give the Directors the authority to allot ECNs, or shares issued upon conversion or exchange of ECNs, up to an aggregate nominal amount of £825,000,000 representing approximately 19.00% of the Company's issued ordinary share capital (excluding shares held in treasury) as at 17 March 2021. 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 disincentivizes 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 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: 97.9, Abstain: 0.0, Oppose/Withhold: 2.0,

22. *Authorise Issue of Equity without Pre-emptive Rights in Relation to the Issuance of Contingent Equity Conversion Notes*
Authority to allot ECNs, or shares issued upon conversion or exchange of ECNs, for cash up to an aggregate nominal amount of GBP 825,000,000, representing approximately 19.00% of the Company's issued ordinary share capital as at 17 March 2021. This authority is supplementary to Resolution 21, 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: 97.4, Abstain: 0.0, Oppose/Withhold: 2.5,

23. *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: 97.7, Abstain: 0.4, Oppose/Withhold: 1.9,

25. *Approve the Renewal of Long Term Incentive Plan*
The Board proposes the approval the renewal of the 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 which has been quantified
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: 97.4, Abstain: 0.1, Oppose/Withhold: 2.5,

26. *Renewal of the Share Value Plan*
The existing share value plan was adopted on 12 March 2010 and approved by shareholders on 27 April 2011. The SVP, as renewed, will continue to be used mainly to award shares in respect of annual incentives in accordance with the principles of the PRA's Remuneration Rules. Awards may also be granted to new joiners to the Group. It is proposed to approve the renewal of the SVP so that the Company may continue granting awards in accordance with the principles of the PRA's Remuneration Rules to employees (including Executive Directors). As Executive directors are eligible to the plan alongside other variable remuneration, there are concerns of remuneration excessiveness. On this basis, opposition is recommended.

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

HOWDEN JOINERY GROUP PLC AGM - 06-05-2021

1. *Accept Financial Statements and Statutory Reports*
The annual report was made available sufficiently before the meeting and have been audited and certified. However, given are serious concerns over the Company's sustainability policies and practice, it is considered that the annual report and the financial statements may not reflect accurately the material and financial impact of non-traditionally financial risks.

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

10. *Elect Richard Pennycook - Chair (Non Executive)*
Independent Non-Executive Chair. Although there are concerns over potential aggregate time commitments, this director has attended all Board and committee meetings during the year under review. As the Chair of the Sustainability Committee is not up for election, the Chair of the Board is considered accountable for the Company's Sustainability programme. As such, given that the Company's sustainability policies and practice are not considered to be adequate in order to minimize material risks linked to sustainability, an abstain vote is recommended.

Vote Cast: *Abstain* Results: For: 95.7, Abstain: 3.4, Oppose/Withhold: 0.9,

12. *Reappoint Deloitte LLP as Auditors*
Deloitte proposed. No non-audit fees were paid to the auditors in the past three years. This approach is commended. The current auditor has been in place for more than ten years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor. It is noted that the company is tendering for a lead audit partner for the following year.

Vote Cast: *Oppose* Results: For: 98.3, Abstain: 0.0, Oppose/Withhold: 1.7,

17. *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: 98.8, Abstain: 0.1, Oppose/Withhold: 1.1,

ASCENTIAL PLC AGM - 06-05-2021

1. *Receive the Annual Report*
The annual report was made available sufficiently before the meeting and has been audited and certified. However, given are serious concerns over the Company's sustainability policies and practice, it is considered that the annual report and the financial statements may not reflect accurately the material and financial impact of non-traditionally financial risks. As a result, it is recommended to abstain from voting on the annual report in addition to the board-level accountability, as sustainability (and the concerns associated with its governance at the company) is included in the annual report submitted for shareholders' approval.

Vote Cast: *Abstain* Results: For: 99.0, Abstain: 0.7, Oppose/Withhold: 0.3,

2. *Approve 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 for 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*

4. *Approve Ten-Year Equity Plan*
The Board proposes the approval of a new incentive plan. Under the plan, the CEO and other executives will be awarded restricted shares, which will start vesting at 15% per year for four years, and for 40%, on the fifth year from the date of award. There is a further five year holding period. The grant vested on the fifth year is subject to a TSR performance condition. At this time, it seems that the majority of this plan will not be based on any performance criteria but only on the beneficiaries continued employment. As a result, they 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.

Vote Cast: *Oppose*

6. *Elect Scott Forbes - Chair*
Non-Executive Chair of the Board. As there is no Sustainability Committee up for election, the Chair of the Board is considered accountable for the Company's Sustainability programme. As such, given that the Company's sustainability policies and practice are not considered to be adequate in order to minimize material risks linked to sustainability, an abstain vote is recommended.

Vote Cast: *Abstain* Results: For: 98.9, Abstain: 0.6, Oppose/Withhold: 0.5,

16. *Appoint the Auditors*

KPMG proposed. Non-audit fees represented 0.00% of audit fees during the year under review and 4.55% on a three-year aggregate basis. This level of non-audit fees does not raise serious concerns about the independence of the statutory auditor. The current auditor has been in place for more than ten years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor.

In late 2020 International Auditing and Assurance Standards Board (IAASB) produced a consultation entitled, Fraud and Going Concern and refers to the "expectations gap" in the sense that the public expect more of auditors than is expected of them. By reference to conclusions of the BEIS Select Committee of Parliament and High Court decisions, there isn't an expectations gap so far as the UK at least is concerned. Indeed auditor duties in respect of fraud are onerous and in the Barings case at the High Court the issue of negligence didn't merely involve the signing of the public accounts by the audit partner with misstated amounts in, but earlier at the time more junior members of staff missed the fraud when it was smaller reviewing a bank reconciliation (a private and not public document).

The IAASB model of auditing is based on auditors certifying information that is "useful to users". That construct side-steps the crucial duties auditors have for the benefit of the company itself as the Barings case demonstrated. In PIRC's view that model fuels an unwarranted expectations gap and, if audits are limited by the standards misdirect the focus of audits to being "useful for users", a delivery gap because the legal standard and duty is broader than the standards themselves state. PIRC has therefore asked the IAASB to reissue its consultation and has also written to the largest accounting firms to repudiate the IAASB consultation and confirm that the concept of an 'expectations gap' does not limit the scope of their work. In parallel PIRC has reviewed responses from the largest accounting firms to the IAASB determine whether they were encouraging or refuting the concept of an expectations gap. Both Deloitte and BDO correctly referred to the "expectations gap" being dependent on local laws. Both firms also referred to problems with international auditing standards and international accounting standards. BDO went so far as to make other recommendations as well. Mazars did similar in giving evidence to the BEIS Select Committee. In the absence of similar statements from PwC, KPMG, EY or Grant Thornton, PIRC is unable to support re-election or re-appointment of those firms as auditors.

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

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

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

MELROSE INDUSTRIES PLC EGM - 06-05-2021

1. *Approve Disposal of Nortek Air Management*

Introduction: On 19 April 2021 the company announced that in line with its business model (Buy Improve Sell) has entered in a disposal agreement to sell its Nortek Air Management business to Madison IAQ LLC (the Purchaser), a subsidiary of Madison Industries US Holdings Corporation (Madison Industries), for consideration of approximately GBP 2.62 billion (USD 3.625 billion), payable in cash on Completion. The company acquired Air Management in 2016 as part of its purchase of Nortek, Inc. and since then has implemented numerous operational improvement programmes within the business. The remaining Nortek businesses that were acquired as part of the Nortek, Inc. acquisition, namely Ergotron and Nortek Control, will be retained by the Melrose Group.
Proposal: The Disposal Agreement between the Seller, the Sale Company, the Purchaser and Madison Industries was entered into on 18 April 2021, pursuant to which an indirect subsidiary of Melrose has agreed to sell Air Management. The consideration for the Disposal is based on an enterprise value of approximately USD 3.625 billion and is payable in cash on Completion, subject to limited customary adjustments. The Disposal is expected to complete in the second or third quarter of 2021.
Rationale: The proposed agreement is in line with Melrose's established business model to buy good manufacturing businesses, improve their performance typically over a three to five-year investment horizon, sell a more profitable and a better cash generating asset to a new owner and return cash to Shareholders and other key stakeholders. Benefits of the agreements are: i) Cash consideration of approximately £2.62 billion ($3.625 billion), subject to customary adjustments, ii) Implied sale multiple of 2.3 times 2020 revenue, iii) Implied sale multiple of 12.5 times 2020 Adjusted EBITDA, iv) The company intends to use part of the net proceeds to reduce debt and contribute approximately GBP 100 million to the GKN UK defined benefit pension schemes, which means that the funding deficit will have reduced from approximately GBP 1 billion to approximately GBP 200 million under Melrose ownership and v) A portion of the net proceeds will be returned to Shareholders.
Recommendation:
Such proposals are considered on the basis of whether they are deemed fair, whether they have been adequately explained, and whether there is sufficient independent oversight of the recommended proposal. The circular contains sufficient details of the transaction, but there is insufficient independence on the Board. This is considered to be a potential risk for the decision not to be taken with appropriate independence and objectivity. Abstention is recommended.

Vote Cast: *Abstain* Results: For: 98.2, Abstain: 1.7, Oppose/Withhold: 0.1,

MELROSE INDUSTRIES PLC AGM - 06-05-2021

1. *Receive the Annual Report*

The annual report was made available sufficiently before the meeting and has been audited and certified. However, given are serious concerns over the Company's sustainability policies and practice, it is considered that the annual report and the financial statements may not reflect accurately the material and financial impact of non-traditionally financial risks. As a result, it is recommended to abstain from voting on the annual report in addition to the board-level accountability, as sustainability (and the concerns associated with its governance at the company) is included in the annual report submitted for shareholders' approval.

Vote Cast: *Abstain* Results: For: 98.4, Abstain: 1.6, Oppose/Withhold: 0.0,

2. *Approve the Remuneration Report*

Disclosure: All elements of the Single Total Remuneration Table are adequately disclosed. 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 decreased by 6%, and is in line with the workforce which the salary decrease by 1%. The CEO's salary is in the lower quartile of the Company's comparator group.

Balance: 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 21.8% of salary. The ratio of CEO pay compared to average employee pay is acceptable at 15:1
Rating: AC

Vote Cast: *Abstain* Results: For: 97.3, Abstain: 2.3, Oppose/Withhold: 0.4,

8. *Re-elect Justin Dowley - Chair (Non Executive)*
Chair. The Chair is not considered to be independent owing to a tenure of over nine years on the Board. In addition, it is a generally accepted norm of good practice that a Chair of the Board should act with a proper degree of independence from the Company's management team when exercising his or her oversight of the functioning of the Board. Being a non-independent Chair is considered to be incompatible with this. In addition, As the company do not have a Sustainability Committee the Chair of the Board is considered accountable for the Company's Sustainability programme. As such, given that the Company's sustainability policies and practice are not considered to be adequate in order to minimize material risks linked to sustainability. Overall opposition is recommended.

Vote Cast: *Oppose* Results: For: 96.9, Abstain: 0.0, Oppose/Withhold: 3.0,

15. *Re-appoint Deloitte LLP as Auditors*
Deloitte proposed. Non-audit fees represented 17.98% of audit fees during the year under review and 12.68% 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. Opposition is recommended.

Vote Cast: *Oppose* Results: For: 97.3, Abstain: 0.0, Oppose/Withhold: 2.7,

17. *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. It is noted that the company received significant opposition for the resolution in the 2020 AGM of 16.28% of the votes and it has not disclosed how it adress the issue with its shareholders. Abstention is recommended.

Vote Cast: *Abstain* Results: For: 80.3, Abstain: 1.6, Oppose/Withhold: 18.1,

18. *Issue Shares for Cash*
Authority is limited to 5% of the Company's issued share capital and will expire at the next AGM. Within acceptable limits. It is noted that the company received significant opposition for the resolution in the 2020 AGM of 10.83% of the votes and it has not disclosed how it address the issue with its shareholders. Abstention is recommended

Vote Cast: *Abstain* Results: For: 98.3, Abstain: 1.6, Oppose/Withhold: 0.1,

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: 96.5, Abstain: 0.0, Oppose/Withhold: 3.5,

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

RIGHTMOVE PLC AGM - 07-05-2021

1. *Receive the Annual Report*
The annual report was made available sufficiently before the meeting and has been audited and certified. However, given are serious concerns over the Company's sustainability policies and practice, it is considered that the annual report and the financial statements may not reflect accurately the material and financial impact of non-traditionally financial risks. As a result, it is recommended to abstain from voting on the annual report in addition to the board-level accountability, as sustainability (and the concerns associated with its governance at the company) is included in the annual report submitted for shareholders' approval.

Vote Cast: *Abstain* Results: For: 98.9, Abstain: 1.1, Oppose/Withhold: 0.0,

4. *Appoint the Auditors*
KPMG proposed. Non-audit fees represented 8.66% of audit fees during the year under review and 5.24% on a three-year aggregate basis. This level of non-audit fees does not raise serious concerns about the independence of the statutory auditor. The current auditor has been in place for more than ten years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor.
In late 2020 International Auditing and Assurance Standards Board (IAASB) produced a consultation entitled, Fraud and Going Concern and refers to the "expectations gap" in the sense that the public expect more of auditors than is expected of them. By reference to conclusions of the BEIS Select Committee of Parliament and High Court decisions, there isn't an expectations gap so far as the UK at least is concerned. Indeed auditor duties in respect of fraud are onerous and in the Barings case at the High Court the issue of negligence didn't merely involve the signing of the public accounts by the audit partner with misstated amounts in, but earlier at the time more junior members of staff missed the fraud when it was smaller reviewing a bank reconciliation (a private and not public document).
The IAASB model of auditing is based on auditors certifying information that is "useful to users". That construct side-steps the crucial duties auditors have for the benefit of the company itself as the Barings case demonstrated. In PIRC's view that model fuels an unwarranted expectations gap and, if audits are limited by the standards misdirect the focus of audits to being "useful for users", a delivery gap because the legal standard and duty is broader than the standards themselves state. PIRC has therefore asked the IAASB to reissue its consultation and has also written to the largest accounting firms to repudiate the IAASB consultation and confirm that the concept of an 'expectations gap' does not limit the scope of their work. In parallel PIRC has reviewed responses from the largest accounting firms to the IAASB determine whether they were encouraging or refuting the concept of an expectations gap. Both Deloitte and BDO correctly referred to the "expectations gap" being dependent on local laws. Both firms also referred to problems with international auditing standards and international accounting standards. BDO went so far as to

make other recommendations as well. Mazars did similar in giving evidence to the BEIS Select Committee. In the absence of similar statements from PwC, KPMG, EY or Grant Thornton, PIRC is unable to support re-election or re-appointment of those firms as auditors.

Vote Cast: *Oppose* Results: For: 97.1, Abstain: 0.0, Oppose/Withhold: 2.9,

7. *Elect Andrew Fisher - Chair (Non Executive)*
Non-Executive Chair of the Board. As there is no Sustainability Committee up for election, the Chair of the Board is considered accountable for the Company's Sustainability programme. As such, given that the Company's sustainability policies and practice are not considered to be adequate in order to minimize material risks linked to sustainability, an abstain vote is recommended.

Vote Cast: *Abstain* Results: For: 98.9, Abstain: 1.0, Oppose/Withhold: 0.1,

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

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

ASTRAZENECA PLC AGM - 11-05-2021

1. *Receive the Annual Report*
The annual report was made available sufficiently before the meeting and has been audited and certified. However, given are serious concerns over the Company's sustainability policies and practice, it is considered that the annual report and the financial statements may not reflect accurately the material and financial impact of non-traditionally financial risks. As a result, it is recommended to abstain from voting on the annual report in addition to the board-level accountability, as sustainability (and the concerns associated with its governance at the company) is included in the annual report submitted for shareholders' approval.

Vote Cast: *Abstain* Results: For: 98.9, Abstain: 0.9, Oppose/Withhold: 0.1,

3. *Re-appoint PricewaterhouseCoopers LLP as Auditors*
PwC proposed. Non-audit fees represented 1.17% of audit fees during the year under review and 2.82% on a three-year aggregate basis. This level of non-audit fees

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

Vote Cast: *Oppose* Results: For: 99.1, Abstain: 0.1, Oppose/Withhold: 0.9,

5.A. *Re-elect Leif Johansson - Chair (Non Executive)*
Chair. The Chair is not considered to be independent owing to a tenure of over nine years on the Board. In addition, it is a generally accepted norm of good practice that a Chair of the Board should act with a proper degree of independence from the Company's management team when exercising his or her oversight of the functioning of the Board. Being a non-independent Chair is considered to be incompatible with this. Oppose vote is therefore recommended.

Vote Cast: *Oppose* Results: For: 96.5, Abstain: 0.1, Oppose/Withhold: 3.4,

5.F. *Re-elect Michel Demaré - Non-Executive Director*
Independent Non-Executive Director and Chair of the remuneration committee. There are serious concerns regarding the implementation of remuneration at the company and it is considered that chair of the remuneration committee should be held accountable for it when considering re-election. An oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 97.8, Abstain: 0.1, Oppose/Withhold: 2.0,

5.K. *Re-elect Nazneen Rahman - Non-Executive Director*
Independent Non-Executive Director. Ms. Nazneen Rahman oversees sustainability matters on behalf of the Board of Directors, the proposed director is considered to be accountable for the Company's sustainability programme, and given that the Company's sustainability policies and practice are not considered to be adequate in order to minimize material risks linked to sustainability, an abstain vote is recommended.

Vote Cast: *Abstain* Results: For: 98.8, Abstain: 0.9, Oppose/Withhold: 0.3,

6. *Approve the Remuneration Report*
Disclosure: All elements of the single total remuneration are adequately disclosed. The CEO's salary is in line with the rest of the Company as the CEO's salary do

not increased for the year under review while average employee pay rose by 4.1%. However, the CEO's salary is in the upper quartile of the Company's comparator group, which raises concerns for potential excessiveness.
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. PSP awards granted during the year under review are excessive, amounting to 858% of salary for the CEO. In addition, total variable pay for the year under review is highly excessive, amounting to 1068.9% 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 49:1, it is recommended that the ratio does not exceed 20:1.
Rating: AE

Vote Cast: *Oppose* Results: For: 95.3, Abstain: 0.2, Oppose/Withhold: 4.6,

7. *Approve Remuneration Policy*
Policy Rating: ADC Changes proposed: i) Increase the maximum PSP award to 650% of the salary from the current 550%, ii) Pension contributions of current Executive Directors will be reduced to the level of the wider workforce (11% of the salary)
Overall disclosure is acceptable. The remuneration structure tends to promote excessive payouts. Total potential awards for the CEO under all incentive schemes are excessive as these can amount to significantly more than 200% of base salary. The PSP is subject to a three-year performance period which is not sufficiently long-term, though a two year post-vesting holding period applies, which is welcomed. Performance conditions do not operate interdependently, such that no payment is made for performance unless all performance conditions are achieved. Malus and claw back provisions apply for all the variable pay. Directors may be entitled to a dividend income on share awards which are paid out at the point of vesting. Such rewards misalign shareholders and executive interests as shareholders must subscribe for shares in order to receive dividends whereas participants in the scheme do not. It is stated that the Remuneration Committee will not grant cash or share awards as a 'golden hello'. Cash or share awards granted on joining the Company will be to compensate a new recruit for loss of previous remuneration awards only. Upside discretion can be used when determining severance payments especially for the vesting of outstanding share awards. This is contrary to best practice. The Company also states that downwards discretion may be used.

Vote Cast: *Oppose* Results: For: 58.8, Abstain: 2.2, Oppose/Withhold: 38.9,

8. *Approve Political Donations*
The proposed authority is subject to an overall aggregate limit on political donations and expenditure of USD 250,000(GBP 179,111). In 2020, the Group's US legal entities made contributions amounting in aggregate to USD 1,016,550 (2019: USD 1,120,525) to national political organizations, state-level political party committees and to campaign committees of various state candidates. No corporate donations were made at the federal level and all contributions were made only where allowed by US federal and state law. Although the aggregate limit sought is within acceptable limits, the company has made donations which are deemed to be political during the year. This raises concerns about the potential donation which could be made by the Company under this authority. An oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 96.8, Abstain: 0.2, Oppose/Withhold: 3.1,

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 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: 0.4, Oppose/Withhold: 2.6,

12. *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: 1.8,

14. *Amend Performance Share Plan*
It is proposed to approve the amendments to the AstraZeneca Performance Share Plan 2020 (PSP). The principal changes are: i)increase of the maximum opportunity level from 550% of the salary to 650% of the salary, ii) to permit dividend equivalent payments that accrue over the vesting period which shall reinvested in the Company's shares and iii) where a dividend is paid or payable by the Company in respect of dividend record dates between the date of grant of such awards and the date of vesting of such awards, the number of shares which are subject to such awards is notionally increased as if the dividend payable in respect of the number of shares subject to each such award were reinvested in additional shares in the Company at the time of such dividends. The proposed increase of the maximum is considered excessive at 650% of the salary and if the Annual Bonus maximum counted then total potential variable pay could reach 900% of the salary which is highly excessive. In addition, directors may be entitled to a dividend income on share awards which are paid out at the point of vesting. Such rewards misalign shareholders and executive interests as shareholders must subscribe for shares in order to receive dividends whereas participants in the scheme do not. Based on the mention concerns opposition is recommended.

Vote Cast: *Oppose* Results: For: 60.3, Abstain: 2.3, Oppose/Withhold: 37.4,

CAPITAL & COUNTIES PROPERTIES PLC AGM - 11-05-2021

2. *Re-elect Henry Staunton - Chair (Non Executive)*
Chair. The Chair is not considered to be independent owing to a tenure of over nine years on the Board. In addition, it is a generally accepted norm of good practice that a Chair of the Board should act with a proper degree of independence from the Company's management team when exercising his or her oversight of the functioning of the Board. Being a non-independent Chair is considered to be incompatible with this. In addition, Mr. Staunton chairs the Nomination committee,
Regardless of local practice or recommendations, or average percentage of diversity on the boards of local listed companies, it is considered that gender diversity should be explicitly taken into account when appointing directors. Namely, it is considered that at least one-third of the board should be reserved for the less represented gender. There is an increasing amount of research that suggests that more diverse companies actually perform better than less diverse companies, and they lead to higher returns. By seemingly not including diversity in the composition of the board, and not having an adequate target to do so, it is considered that the company is not taking into account the materiality of non-financial factors, which could be detrimental for shareholders. Overall, opposition is recommended.

Vote Cast: *Oppose* Results: For: 94.0, Abstain: 0.2, Oppose/Withhold: 5.8,

3. *Re-elect Ian Hawksworth - Chief Executive*
Chief Executive. Acceptable service contract provisions. However, it is noted that this director is also a member of the nomination committee. It is important that this

committee be exclusively comprised of independent directors in order to ensure an equitable and unprejudiced appointment process. Membership of the committee by the CEO raises serious concerns in this regard and therefore an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 96.3, Abstain: 0.0, Oppose/Withhold: 3.6,

9. *Re-appoint PricewaterhouseCoopers LLP as Auditor*

PwC proposed. Non-audit fees represented 1.30% of audit fees during the year under review and 39.19% 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.

In late 2020 International Auditing and Assurance Standards Board (IAASB) produced a consultation entitled, Fraud and Going Concern and refers to the "expectations gap" in the sense that the public expect more of auditors than is expected of them. By reference to conclusions of the BEIS Select Committee of Parliament and High Court decisions, there isn't an expectations gap so far as the UK at least is concerned. Indeed auditor duties in respect of fraud are onerous and in the Barings case at the High Court the issue of negligence didn't merely involve the signing of the public accounts by the audit partner with misstated amounts in, but earlier at the time more junior members of staff missed the fraud when it was smaller reviewing a bank reconciliation (a private and not public document).

The IAASB model of auditing is based on auditors certifying information that is "useful to users". That construct side-steps the crucial duties auditors have for the benefit of the company itself as the Barings case demonstrated. In PIRC's view that model fuels an unwarranted expectations gap and, if audits are limited by the standards misdirect the focus of audits to being "useful for users", a delivery gap because the legal standard and duty is broader than the standards themselves state. PIRC has therefore asked the IAASB to reissue its consultation and has also written to the largest accounting firms to repudiate the IAASB consultation and confirm that the concept of an 'expectations gap' does not limit the scope of their work. In parallel PIRC has reviewed responses from the largest accounting firms to the IAASB determine whether they were encouraging or refuting the concept of an expectations gap. Both Deloitte and BDO correctly referred to the "expectations gap" being dependent on local laws. Both firms also referred to problems with international auditing standards and international accounting standards. BDO went so far as to make other recommendations as well. Mazars did similar in giving evidence to the BEIS Select Committee. In the absence of similar statements from PwC, KPMG, EY or Grant Thornton, PIRC is unable to support re-election or re-appointment of those firms as auditors.

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

11. *Approve the Remuneration Report*

Disclosure: All elements of the Single Total Remuneration Table are adequately disclosed. CEO salary increase is in line with the workforce, the CEO salary increased by 2.92% and the workforce salary increased by 4.94%. It is also noted that for the financial year 2021 no increase will be given to the Executive directors, which is commendable. The CEO salary is in the upper quartile in competitors group, which raises concerns of excessiveness

Balance: The CEO's pay in the last five years is not line with the Company's financial performance over the same period. No variable pay was made for the year under review which is commendable . The CEO to average employee pay ratio is at an acceptable level of 5:1

Rating: AC

Vote Cast: *Abstain* Results: For: 93.4, Abstain: 0.7, Oppose/Withhold: 5.8,

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: 95.4, Abstain: 0.3, Oppose/Withhold: 4.3,

CAIRN ENERGY PLC AGM - 11-05-2021

3. *Re-appoint PricewaterhouseCoopers LLP as auditor*
PwC proposed. Non-audit fees represented 0.69% of audit fees during the year under review and 6.86% on a three-year aggregate basis. This level of non-audit fees does not raise serious concerns about the independence of the statutory auditor. The current auditor has been in place for more than five years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor.
In late 2020 International Auditing and Assurance Standards Board (IAASB) produced a consultation entitled, Fraud and Going Concern and refers to the "expectations gap" in the sense that the public expect more of auditors than is expected of them. By reference to conclusions of the BEIS Select Committee of Parliament and High Court decisions, there isn't an expectations gap so far as the UK at least is concerned. Indeed auditor duties in respect of fraud are onerous and in the Barings case at the High Court the issue of negligence didn't merely involve the signing of the public accounts by the audit partner with misstated amounts in, but earlier at the time more junior members of staff missed the fraud when it was smaller reviewing a bank reconciliation (a private and not public document).
The IAASB model of auditing is based on auditors certifying information that is "useful to users". That construct side-steps the crucial duties auditors have for the benefit of the company itself as the Barings case demonstrated. In PIRC's view that model fuels an unwarranted expectations gap and, if audits are limited by the standards misdirect the focus of audits to being "useful for users", a delivery gap because the legal standard and duty is broader than the standards themselves state. PIRC has therefore asked the IAASB to reissue its consultation and has also written to the largest accounting firms to repudiate the IAASB consultation and confirm that the concept of an 'expectations gap' does not limit the scope of their work. In parallel PIRC has reviewed responses from the largest accounting firms to the IAASB determine whether they were encouraging or refuting the concept of an expectations gap. Both Deloitte and BDO correctly referred to the "expectations gap" being dependent on local laws. Both firms also referred to problems with international auditing standards and international accounting standards. BDO went so far as to make other recommendations as well. Mazars did similar in giving evidence to the BEIS Select Committee. In the absence of similar statements from PwC, KPMG, EY or Grant Thornton, PIRC is unable to support re-election or re-appointment of those firms as auditors.

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

5. *Re-elect Nicoletta Giadrossi - Chair (Non Executive)*
Independent Non-Executive Chair and chair of the nomination committee.
At this time, the company has not reported its progresses made on the recommendations of the Parker report (2016), which seeks to improve the ethnic and cultural diversity of UK boards. As chair of the nomination committee, opposition is recommended.

Vote Cast: *Oppose* Results: For: 79.9, Abstain: 1.8, Oppose/Withhold: 18.3,

11. *Re-elect Simon Thomson - Chief Executive*
Chief Executive. Acceptable service contract provisions. However, it is noted that this director is also a member of the nomination committee. It is important that this committee be exclusively comprised of independent directors in order to ensure an equitable and unprejudiced appointment process. Membership of the committee by the CEO raises serious concerns in this regard and therefore an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 95.9, Abstain: 0.3, Oppose/Withhold: 3.8,

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

Vote Cast: *Oppose* Results: For: 94.8, Abstain: 0.0, Oppose/Withhold: 5.2,

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

Vote Cast: *Oppose* Results: For: 98.3, Abstain: 0.1, Oppose/Withhold: 1.7,

ULTRA ELECTRONICS HOLDINGS PLC AGM - 12-05-2021

2. *Approve Remuneration Report*
Increase in CEO salary is considered in line with the rest of the company. The CEO's salary is in the median quartile of PIRC's comparator group. Performance conditions and past targets are disclosed for both components of variable remuneration. Total realised pay under variable remuneration amounted to approximately 339% of base salary and is considered excessive. CEO pay compared to the average employee is not considered acceptable at 29:1.

Rating: AD

Vote Cast: *Oppose* Results: For: 89.2, Abstain: 9.4, Oppose/Withhold: 1.4,

12. *Reappoint Deloitte LLP as Auditors*
Deloitte proposed. Non-audit fees represented 0.21% of audit fees during the year under review and 0.69% 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: 97.5, Abstain: 0.0, Oppose/Withhold: 2.5,

16. *Authorise Issue of Equity without Pre-emptive Rights in Connection with 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: 93.7, Abstain: 0.1, Oppose/Withhold: 6.2,

17. *Authorise Share Repurchase*
It is proposed to authorise the Board to purchase Company's shares until next AGM. This resolution will not be supported unless the Board has set forth a clear, cogent and compelling case demonstrating how the authority would benefit long-term shareholders. As no clear justification was provided by the Board, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 98.7, Abstain: 0.2, Oppose/Withhold: 1.1,

JUST EAT TAKEAWAY.COM N.V. AGM - 12-05-2021

2.b. *Approve the Remuneration Report*
It is proposed to approve the implementation of the remuneration report. The payout is in line with best practice, being under 200% of the fixed salary. There are claw back clauses in place over the entirety of the variable remuneration, which is welcomed. However, the Company has not fully disclosed quantified targets against which the achievements and the corresponding variable remuneration has been calculated. Although a common practice in this market as this is deemed to be sensitive information, it prevents an accurate assessment and may lead to overpayment against underperformance. On balance, abstention is recommended.

Vote Cast: *Oppose*

2.c. *Adopt Financial Statements and Statutory Reports*
The financial statements were made available sufficiently before the meeting and have been audited and certified. However, given are serious concerns over the Company's sustainability policies and practice, it is considered that the financial statements may not reflect accurately the material and financial impact of non-traditionally financial risks.

Vote Cast: *Abstain*

6. *Appoint the Auditors*
Deloitte proposed. Non-audit fees represented 175.00% of audit fees during the year under review and 74.83% 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*

8. *Authorize Board to Exclude Preemptive Rights from Share Issuances*
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*

9. *Authorize Repurchase of Up to 10 Percent of Issued Share Capital*
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*

RENTOKIL INITIAL PLC AGM - 12-05-2021

2. *Approve Remuneration Policy*
Policy Rating: BCC Changes proposed: i) Annual Bonus, will be simplified by separating the personal performance element from the financial element. ii) Performance Share Plan (PSP),Annual share awards under the PSP will be increased from 250% to 375% for the CEO and from 200% to 300% for the CFO, iii) The threshold vesting level will reduce to 20% from 25%. This will mean that the proposed increase in the PSP will only be realized for delivering outperformance, as this change reduces the value at threshold to a level similar to that of the current Policy, iv) Pension contribution for new Executives will be aligned with the workforce(currently 3% of the salary) and v) Post-cessation guidelines will be introduced which will normally require Executive Directors to hold shares, for two years post-cessation, to the value of the shareholding guideline that applied at the cessation of their employment.
Total potential variable pay could reach 555% of the salary for the CEO and 480% of the salary for the CFO and is deemed excessive since is higher than 200%. For the Annual Bonus the separation of the personal element for the financial element means that the personal performance element will operate independently rather than acting as a modifier, which is welcomed. However 40% of the Bonus is defer to shares for a three year period, this is not considered adequate, it would be preferable 50% of the Bonus to defer to shares for at least three years. On the Personal Share Plan the performance period is three years which is not considered sufficiently long-term, however a two-year holding period apply which is welcomed. In addition, the remuneration committee will not used the the proposed Policymaximums in 2021. The increase will be phased with the CEO receiving an award of 325% in 2021 and our CFO receiving an award at the current Policy level of 200%. Although the phased increase in the maximum opportunity for the Executives is welcomed, still the limits used are excessive since they are higher than 200%. Directors may be entitled to a dividend income on share awards which are paid out at the point of vesting. Such rewards misalign 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 to all variable pay.

Vote Cast: *Abstain* Results: For: 76.9, Abstain: 0.6, Oppose/Withhold: 22.5,

3. *Approve the Remuneration Report*
Disclosure: All elements of the Single Total Remuneration Table are adequately disclosed. The CEO salary is in line with the workforce. The CEO salary is on the lower quartile of the competitor group.
Balance: The balance of CEO realized 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. Total realized rewards under all incentive schemes are considered excessive at 485.7% of base salary, however, it is noted that no annual bonus was paid for the year under review. The ratio of CEO pay compared to the average employee is considered excessive at 27:1
Rating: AC

Vote Cast: *Abstain* Results: For: 96.4, Abstain: 0.8, Oppose/Withhold: 2.9,

4. *Amend Performance Share Plan*
It is proposed to amend the Performance Share Plan of the company. The Performance Share Plan was first approved by shareholders at the AGM in 2016 and subsequently amended at the AGM in 2018. It is proposed that the individual limit in the 2016 PSP Rules be changed to mirror the proposals in the new Directors' Remuneration Policy (the Policy), referred to under resolution 2 above. This means the annual individual limit in the 2016 PSP Rules will be increased to 375% of the salary of that individual (up from 250%) and the 300% limit in exceptional circumstances will be removed. The proposed increase of the limit is considered excessive, opposition is recommended.

Vote Cast: *Oppose* Results: For: 75.6, Abstain: 0.0, Oppose/Withhold: 24.4,

11. *Re-elect Julie Southern - Non-Executive Director*
Independent Non-Executive Director, chair of the audit committee. At the company, there is no external whistle-blowing hotline. This suggests that such concerns that should be raised by a whistle-blower are dealt with internally, which may increase the risk of such issues not being followed up or escalating to a level where the higher was the level of the misconduct, the more likely is the issue to be concealed. On this basis, and on the potential unforeseeable consequences for the company, opposition is recommended to the re-election of the chair of the audit committee, who is considered to be accountable for the concerns with the whistle-blowing reporting structure. Opposition is recommended.

Vote Cast: *Oppose* Results: For: 97.6, Abstain: 0.0, Oppose/Withhold: 2.3,

14. *Appoint PricewaterhouseCoopers LLP as Auditors*
PwC proposed as new auditor in replacement of KPMG. Auditor rotation is considered a positive factor.
In late 2020 International Auditing and Assurance Standards Board (IAASB) produced a consultation entitled, Fraud and Going Concern and refers to the "expectations gap" in the sense that the public expect more of auditors than is expected of them. By reference to conclusions of the BEIS Select Committee of Parliament and High Court decisions, there isn't an expectations gap so far as the UK at least is concerned. Indeed auditor duties in respect of fraud are onerous and in the Barings case at the High Court the issue of negligence didn't merely involve the signing of the public accounts by the audit partner with misstated amounts in, but earlier at the time more junior members of staff missed the fraud when it was smaller reviewing a bank reconciliation (a private and not public document).
The IAASB model of auditing is based on auditors certifying information that is "useful to users". That construct side-steps the crucial duties auditors have for the benefit of the company itself as the Barings case demonstrated. In PIRC's view that model fuels an unwarranted expectations gap and, if audits are limited by the standards misdirect the focus of audits to being "useful for users", a delivery gap because the legal standard and duty is broader than the standards themselves state. PIRC has therefore asked the IAASB to reissue its consultation and has also written to the largest accounting firms to repudiate the IAASB consultation and confirm that the concept of an 'expectations gap' does not limit the scope of their work. In parallel PIRC has reviewed responses from the largest accounting firms to the IAASB determine whether they were encouraging or refuting the concept of an expectations gap. Both Deloitte and BDO correctly referred to the "expectations gap" being dependent on local laws. Both firms also referred to problems with international auditing standards and international accounting standards. BDO went so far as to make other recommendations as well. Mazars did similar in giving evidence to the BEIS Select Committee. In the absence of similar statements from PwC, KPMG, EY or Grant Thornton, PIRC is unable to support re-election or re-appointment of those firms as auditors.

Vote Cast: *Oppose* Results: For: 99.4, Abstain: 0.0, Oppose/Withhold: 0.5,

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: 97.3, Abstain: 0.4, Oppose/Withhold: 2.4,

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: 99.0, Abstain: 0.1, Oppose/Withhold: 0.9,

STANDARD CHARTERED PLC AGM - 12-05-2021

17. *Re-appoint Ernst & Young LLP as Auditors*
EY proposed. Non-audit fees represented 12.44% of audit fees during the year under review and 6.69% on a three-year aggregate basis. This level of non-audit fees does not raise serious concerns about the independence of the statutory auditor.
In late 2020 International Auditing and Assurance Standards Board (IAASB) produced a consultation entitled, Fraud and Going Concern and refers to the "expectations gap" in the sense that the public expect more of auditors than is expected of them. By reference to conclusions of the BEIS Select Committee of Parliament and High Court decisions, there isn't an expectations gap so far as the UK at least is concerned. Indeed auditor duties in respect of fraud are onerous and in the Barings case at the High Court the issue of negligence didn't merely involve the signing of the public accounts by the audit partner with misstated amounts in, but earlier at the time more junior members of staff missed the fraud when it was smaller reviewing a bank reconciliation (a private and not public document).
The IAASB model of auditing is based on auditors certifying information that is "useful to users". That construct side-steps the crucial duties auditors have for the benefit of the company itself as the Barings case demonstrated. In PIRC's view that model fuels an unwarranted expectations gap and, if audits are limited by the standards misdirect the focus of audits to being "useful for users", a delivery gap because the legal standard and duty is broader than the standards themselves state. PIRC has therefore asked the IAASB to reissue its consultation and has also written to the largest accounting firms to repudiate the IAASB consultation and confirm that the concept of an 'expectations gap' does not limit the scope of their work. In parallel PIRC has reviewed responses from the largest accounting firms to the IAASB determine whether they were encouraging or refuting the concept of an expectations gap. Both Deloitte and BDO correctly referred to the "expectations gap" being dependent on local laws. Both firms also referred to problems with international auditing standards and international accounting standards. BDO went so far as to make other recommendations as well. Mazars did similar in giving evidence to the BEIS Select Committee. In the absence of similar statements from PwC, KPMG, EY or Grant Thornton, PIRC is unable to support re-election or re-appointment of those firms as auditors.

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

20. *Approve Standard Chartered Share Plan*
It is proposed to approve the Standard Chartered Share Plan which expires in 2021. Under the plan eligible to participate are all employees including executive directors, senior management and other key employees, at the discretion of the Standard Chartered PLC Remuneration Committee. The Plan will continue to operate within the overall new issue limits (for example, a maximum of five per cent of new issue shares in any rolling ten-year period) and no employee share plan awards, whether satisfied by new issue or existing shares, shall be granted in excess of 10% of the ordinary share capital of the Company. Awards made under the Share Plan

to executive directors will typically be subject to performance conditions save in respect of the portion of their annual incentive award that is deferred into shares or otherwise in exceptional circumstances (e.g. as part of recruitment). The Remuneration Committee will determine any performance conditions that should apply to awards and maximum grant levels for any given population or participants before each grant at its discretion. After allotment, shares will be restricted for three years, which is not considered to be sufficiently long term. The Company states that exercise of shares will be based on targets, which at this time remain undisclosed.
Plans to increase employee shareholding are considered to be a positive governance practice, as they can contribute to alignment between employees and shareholders. On the other hand, executives are also among the beneficiaries: it is considered that support should not be given to stock or share option plans that do not lay out clear performance criteria, targets and conditions. On balance, opposition is recommended.

Vote Cast: *Oppose* Results: For: 98.7, Abstain: 0.0, Oppose/Withhold: 1.3,

22. *Extend the Authority to Allot Shares by Such Number of Shares Repurchased by the Company under the Authority Granted Pursuant to Resolution 27*
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 27. 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: 97.2, Abstain: 0.3, Oppose/Withhold: 2.5,

23. *Authorize Issue of Equity in Relation to Equity 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 USD 312,143,771.50 (or 624,287,543 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 disincentives 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: 0.3, Oppose/Withhold: 1.1,

25. *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: 97.5, Abstain: 0.3, Oppose/Withhold: 2.2,

26. *Authorize Issue of Equity without Pre-emptive Rights in Relation to Equity 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 23, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 98.1, Abstain: 0.3, Oppose/Withhold: 1.6,

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

Vote Cast: *Oppose* Results: For: 98.7, Abstain: 0.2, Oppose/Withhold: 1.0,

SPIRAX-SARCO ENGINEERING PLC AGM - 12-05-2021

2. *Approve the Remuneration Report*
Disclosure: All elements of each director cash remuneration are disclosed. Pension contributions and entitlements are fully disclosed. CEO salary increase for the year under review was 2.9% and is t in line with the workforce. The CEO's salary is considered to be in the lower quartile of PIRC's comparator group.
Balance: 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. The CEO's total realized awards under all incentive schemes during the year amounts to 238% of salary (Annal bonus: 45% : PSP: 193%), which is excessive. The ratio between the CEO pay and the average employee pay is not acceptable at 21:1.
Rating: AC

Vote Cast: *Abstain* Results: For: 94.3, Abstain: 1.7, Oppose/Withhold: 4.0,

4. *Reappoint Deloitte LLP as Auditors*
Deloitte proposed. Non-audit fees represented 5.26% of audit fees during the year under review and 1.75% 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: 99.6, Abstain: 0.4, Oppose/Withhold: 0.0,

20. *Authorise Market Purchase of Ordinary Shares*
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: 0.3, Oppose/Withhold: 0.7,

BP PLC AGM - 12-05-2021

1. *Receive the Annual Report*
The annual report was made available sufficiently before the meeting and has been audited and certified. However, given are serious concerns over the Company's sustainability policies and practice, it is considered that the annual report and the financial statements may not reflect accurately the material and financial impact of non-traditionally financial risks. With particular regard to the noted issues surrounding climate advertising and anti-climate lobbying, it is recommended to vote to oppose the annual report in addition to the board-level accountability, as sustainability (and the concerns associated with its governance at the company) is included in the annual report submitted for shareholders' approval.

Vote Cast: *Oppose* Results: For: 97.8, Abstain: 0.8, Oppose/Withhold: 1.4,

2. *Approve the Remuneration Report*
Disclosure: All elements of the Single Total Remuneration Table are adequately disclosed. Accrued dividends on vested awards are not separately categorised.
Balance: The CEO's salary is in the upper quartile of the Company's comparator group which raises concerns over the excessiveness of his pay. The changes in CEO pay over the last five years are considered in line with the Changes in the Company's TSR performance. Total variable pay for the year under review is also not considered excessive, amounting to 29% 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 acceptable at 10:1, it is recommended that the ratio does not exceed 20:1. It is however noted that the CEO has changed during the year under review, and this is not representative of a full years pay.
Rating: AC

Vote Cast: *Abstain* Results: For: 93.4, Abstain: 1.9, Oppose/Withhold: 4.7,

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

Vote Cast: *Oppose* Results: For: 94.4, Abstain: 0.8, Oppose/Withhold: 4.8,

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: 97.1, Abstain: 0.9, Oppose/Withhold: 2.0,

3e. *Elect Bernard Looney - Chief Executive*
Chief Executive. Acceptable service contract provisions. It is considered that there are some serious concerns in the company's sustainability practices, particularly in regards to the support of an anti-climate lobby in contravention of the company's own policies. This is considered to be a failure for which the CEO operationally

responsible. For this reason, opposition is recommended.

Vote Cast: *Oppose* Results: For: 97.7, Abstain: 0.6, Oppose/Withhold: 1.8,

3g. *Elect Helge Lund - Chair*
Independent Non-Executive Chair. It is considered that there are some serious concerns in the company's sustainability practices, particularly in regards to the support of an anti-climate lobby in contravention of the company's own policies. This is considered to be a failure in oversight of the company, for which the chair is considered to be ultimately responsible. Opposition is recommended.

Vote Cast: *Oppose* Results: For: 97.1, Abstain: 0.6, Oppose/Withhold: 2.3,

3h. *Elect Melody Meyer - Non-Executive Director*
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 that the Company's sustainability policies and practice are not considered to be adequate in order to minimize material risks linked to sustainability, an abstain vote is recommended.

Vote Cast: *Abstain* Results: For: 97.5, Abstain: 1.8, Oppose/Withhold: 0.7,

HISCOX LTD AGM - 13-05-2021

1. *Receive the Annual Report*
This company is considered to be in a high-risk sector, with regards to exposure of staff to COVID-19. As such, it is expected that full disclosure of causes of fatalities be provided, particularly where related to cases of COVID-19 among staff. Adequate measurement of such cases is considered to be material for the financial resilience of the company in the long term. Due to lack of disclosure, opposition is recommended.

Vote Cast: *Oppose* Results: For: 99.2, Abstain: 0.1, Oppose/Withhold: 0.7,

3. *Elect Robert Simon Childs - Chair*
Incumbent Chair. Not independent upon appointment as he is a former Executive Director of the Company. An oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 92.4, Abstain: 1.2, Oppose/Withhold: 6.3,

4. *Elect Caroline Foulger - Non-Executive Director*
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. There are also concerns over the director's time commitments and although she attended all meetings in year under review, on balance, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 98.4, Abstain: 0.0, Oppose/Withhold: 1.6,

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: 95.6, Abstain: 0.0, Oppose/Withhold: 4.4,

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: 99.2, Abstain: 0.1, Oppose/Withhold: 0.7,

PRUDENTIAL PLC AGM - 13-05-2021

2. *Approve the Remuneration Report*
Disclosure: All elements of the Single Total Remuneration Table are adequately disclosed. CEO salary increase by 1% and in line with the workforce which has a salary increase at 3.76%. The CEO salary is the in the median of the competitor group.
Balance: The Group CEO's total realized variable pay is considered excessive at 320.9% of salary (Annual Bonus: 91.5%, LTIP: 229.4%). Ratio of CEO to average employee pay has been estimated and is found unacceptable at 27:1. The balance of CEO realized 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.
Rating: AC

Vote Cast: *Abstain* Results: For: 93.5, Abstain: 1.2, Oppose/Withhold: 5.2,

18. *Re-appoint KPMG LLP as Auditors*
KPMG proposed. No non-audit fees were paid for the year under review and non-audit fees represents 33.16% of audit fees 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.
In late 2020 International Auditing and Assurance Standards Board (IAASB) produced a consultation entitled, Fraud and Going Concern and refers to the "expectations gap" in the sense that the public expect more of auditors than is expected of them. By reference to conclusions of the BEIS Select Committee of Parliament and High Court decisions, there isn't an expectations gap so far as the UK at least is concerned. Indeed auditor duties in respect of fraud are onerous and in the Barings case at the High Court the issue of negligence didn't merely involve the signing of the public accounts by the audit partner with misstated amounts in, but earlier at the time more junior members of staff missed the fraud when it was smaller reviewing a bank reconciliation (a private and not public document).
The IAASB model of auditing is based on auditors certifying information that is "useful to users". That construct side-steps the crucial duties auditors have for the benefit of the company itself as the Barings case demonstrated. In PIRC's view that model fuels an unwarranted expectations gap and, if audits are limited by the

standards misdirect the focus of audits to being "useful for users", a delivery gap because the legal standard and duty is broader than the standards themselves state. PIRC has therefore asked the IAASB to reissue its consultation and has also written to the largest accounting firms to repudiate the IAASB consultation and confirm that the concept of an 'expectations gap' does not limit the scope of their work. In parallel PIRC has reviewed responses from the largest accounting firms to the IAASB determine whether they were encouraging or refuting the concept of an expectations gap. Both Deloitte and BDO correctly referred to the "expectations gap" being dependent on local laws. Both firms also referred to problems with international auditing standards and international accounting standards. BDO went so far as to make other recommendations as well. Mazars did similar in giving evidence to the BEIS Select Committee. In the absence of similar statements from PwC, KPMG, EY or Grant Thornton, PIRC is unable to support re-election or re-appointment of those firms as auditors.

Vote Cast: *Oppose* Results: For: 95.3, Abstain: 0.6, Oppose/Withhold: 4.1,

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 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: 97.8, Abstain: 0.0, Oppose/Withhold: 2.2,

25. *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: 98.4, Abstain: 0.1, Oppose/Withhold: 1.5,

ROLLS-ROYCE HOLDINGS PLC AGM - 13-05-2021

2. *Approve Remuneration Policy*
Policy Rating: BCB Changes proposed: i) A new incentive plan, with focus on shorter-term metrics in 2021, with additional longer-term metrics in 2022 and 2023, ii) Reduction in the maximum incentive level from 200% of target to 175% of the salary, iii) 30% of salary deferred into shares for the Chief Executive and 20% for other Executive Directors, iv) Increasing the average duration by one year versus existing incentives and v)Reduction in pension contributions to 12% of salary to align with the wider workforce.
Under the new policy proposed the new incentive plan will replace the existing annual bonus and LTIP with a blend of short and long-term metrics. Although the reduction of the maximum from 430% of the salary to 385% of the salary for the CEO and from 375% of the salary to 333% of the salary for the Executives is welcomed, it is still considered excessive since is higher than 200%. Performance measures are financial and non-financial in line with best practice. All awards from the plan will deferred to shares 40% after three years and 60% after four years. The overall period is seven years and is considered adequate. 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. Malus and clawback provisions apply.

Vote Cast: *Abstain* Results: For: 96.8, Abstain: 0.3, Oppose/Withhold: 2.9,

3. *Approve the Remuneration Report*
Disclosure: All elements of the Single Total Remuneration Table are adequately disclosed. The salary of the CEO is in line with workforce. The CEO salary is in the median of the competitor group.
Balance: 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. There was no payment for variable pay for the year under review which is commendable. The ratio of CEO pay compared to average employee pay is acceptable at 17:1
Rating: AC

Vote Cast: *Abstain* Results: For: 98.8, Abstain: 0.2, Oppose/Withhold: 0.9,

15. *Re-appoint PricewaterhouseCoopers LLP as Auditors*
PwC proposed. Non-audit fees represented 9.71% of audit fees during the year under review and 4.11% on a three-year aggregate basis. This level of non-audit fees does not raise serious concerns about the independence of the statutory auditor.
In late 2020 International Auditing and Assurance Standards Board (IAASB) produced a consultation entitled, Fraud and Going Concern and refers to the "expectations gap" in the sense that the public expect more of auditors than is expected of them. By reference to conclusions of the BEIS Select Committee of Parliament and High Court decisions, there isn't an expectations gap so far as the UK at least is concerned. Indeed auditor duties in respect of fraud are onerous and in the Barings case at the High Court the issue of negligence didn't merely involve the signing of the public accounts by the audit partner with misstated amounts in, but earlier at the time more junior members of staff missed the fraud when it was smaller reviewing a bank reconciliation (a private and not public document).
The IAASB model of auditing is based on auditors certifying information that is "useful to users". That construct side-steps the crucial duties auditors have for the benefit of the company itself as the Barings case demonstrated. In PIRC's view that model fuels an unwarranted expectations gap and, if audits are limited by the standards misdirect the focus of audits to being "useful for users", a delivery gap because the legal standard and duty is broader than the standards themselves state. PIRC has therefore asked the IAASB to reissue its consultation and has also written to the largest accounting firms to repudiate the IAASB consultation and confirm that the concept of an 'expectations gap' does not limit the scope of their work. In parallel PIRC has reviewed responses from the largest accounting firms to the IAASB determine whether they were encouraging or refuting the concept of an expectations gap. Both Deloitte and BDO correctly referred to the "expectations gap" being dependent on local laws. Both firms also referred to problems with international auditing standards and international accounting standards. BDO went so far as to make other recommendations as well. Mazars did similar in giving evidence to the BEIS Select Committee. In the absence of similar statements from PwC, KPMG, EY or Grant Thornton, PIRC is unable to support re-election or re-appointment of those firms as auditors.

Vote Cast: *Oppose* Results: For: 99.7, Abstain: 0.0, Oppose/Withhold: 0.2,

18. *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. It is noted that the company received significant opposition of 12.42% of the votes in the 2020 AGM, and it did not disclose how it address the issue with its shareholders. Opposition is recommended

Vote Cast: *Oppose* Results: For: 85.5, Abstain: 0.0, Oppose/Withhold: 14.4,

19. *Approve Rolls-Royce Incentive Plan*
It is proposed to approve the company's new incentive plan. Employees, including employed Executive Directors and former employees of the Company and its subsidiaries (the Group) will be eligible to participate in the incentive plan at the discretion of the Remuneration Committee. Awards will be granted in one or more of

the following forms: a share award, being a conditional right to acquire fully paid ordinary shares in the capital of the Company (Shares) in the future or a phantom award, being a conditional right to receive a cash sum in the future linked to the value of a number of notional Shares. The Incentive Plan also allows bonuses to be granted in upfront Shares instead of cash, with no vesting or holding period, or forfeiture, but normally subject to the Group's malus and clawback policy. These unrestricted upfront Share awards cannot be awarded to Executive Directors. Subject to the satisfaction of any conditions that apply, awards will normally vest on the vesting date specified by the Committee at the grant date. Awards may vest in tranches, in which case each tranche may have a different vesting date. The Remuneration Committee may adjust the extent to which an award will vest in light of: the wider performance of the Group or any member of the Group, the performance of the participant; or the experience of stakeholders. Following vesting of an award, Shares (if a Share award) or cash (if a phantom award) will normally be delivered to the participant as soon as practicable.
Plans to increase employee shareholding are considered to be a positive governance practice, as they can contribute to alignment between employees and shareholders. On the other hand, executives are also among the beneficiaries, 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. On balance opposition is recommended.

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

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: 98.9, Abstain: 0.7, Oppose/Withhold: 0.4,

THE UNITE GROUP PLC AGM - 13-05-2021

15. *Reappoint Deloitte LLP as Auditors*
Deloitte proposed. Non-audit fees represented 16.67% of audit fees during the year under review and 143.75% 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: 99.8, Abstain: 0.0, Oppose/Withhold: 0.2,

19. *Authorise Issue of Equity without Pre-emptive Rights in Connection with 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: 0.8, Oppose/Withhold: 3.2,

ST JAMES'S PLACE PLC AGM - 14-05-2021

13. *Appoint the Auditors*
PwC proposed. Non-audit fees represented 0.00% of audit fees during the year under review and 2.94% on a three-year aggregate basis. This level of non-audit fees does not raise serious concerns about the independence of the statutory auditor. The current auditor has been in place for more than ten years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor.
In late 2020 International Auditing and Assurance Standards Board (IAASB) produced a consultation entitled, Fraud and Going Concern and refers to the "expectations gap" in the sense that the public expect more of auditors than is expected of them. By reference to conclusions of the BEIS Select Committee of Parliament and High Court decisions, there isn't an expectations gap so far as the UK at least is concerned. Indeed auditor duties in respect of fraud are onerous and in the Barings case at the High Court the issue of negligence didn't merely involve the signing of the public accounts by the audit partner with misstated amounts in, but earlier at the time more junior members of staff missed the fraud when it was smaller reviewing a bank reconciliation (a private and not public document).
The IAASB model of auditing is based on auditors certifying information that is "useful to users". That construct side-steps the crucial duties auditors have for the benefit of the company itself as the Barings case demonstrated. In PIRC's view that model fuels an unwarranted expectations gap and, if audits are limited by the standards misdirect the focus of audits to being "useful for users", a delivery gap because the legal standard and duty is broader than the standards themselves state. PIRC has therefore asked the IAASB to reissue its consultation and has also written to the largest accounting firms to repudiate the IAASB consultation and confirm that the concept of an 'expectations gap' does not limit the scope of their work. In parallel PIRC has reviewed responses from the largest accounting firms to the IAASB determine whether they were encouraging or refuting the concept of an expectations gap. Both Deloitte and BDO correctly referred to the "expectations gap" being dependent on local laws. Both firms also referred to problems with international auditing standards and international accounting standards. BDO went so far as to make other recommendations as well. Mazars did similar in giving evidence to the BEIS Select Committee. In the absence of similar statements from PwC, KPMG, EY or Grant Thornton, PIRC is unable to support re-election or re-appointment of those firms as auditors.

Vote Cast: *Oppose* Results: For: 95.9, Abstain: 0.0, Oppose/Withhold: 4.1,

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

ROYAL DUTCH SHELL PLC AGM - 18-05-2021

1. *Receive the Annual Report*
Disclosure is adequate. The financial statements were made available sufficiently before the meeting and have been audited and certified. However, there are concerns over the Company's sustainability policies and practice. As there are no directors up for election at this meeting who have been appointed responsibility and can be held accountable, it is recommended to instead abstain the annual report.

Vote Cast: *Abstain* Results: For: 95.5, Abstain: 1.7, Oppose/Withhold: 2.8,

2. *Approve the Remuneration Report*
Disclosure: All elements of the Single Total Remuneration Table are adequately disclosed. Some of the measures for the annual bonus, score card targets and the LTIP, FCF are considered to be commercially sensitive which makes it difficult to ascertain how challenging the targets are.
Balance: The CEO salary is in the upper quartile of a peer comparator group which raises concerns over the excessiveness of their pay. The CEO's total realised variable pay is considered excessive at 232% of salary (Annual Bonus: Nil, LTIP: 232%). The ratio of CEO to average employee pay has been estimated and is found acceptable at 15:1. 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.
Rating: BE

Vote Cast: *Oppose* Results: For: 94.5, Abstain: 1.5, Oppose/Withhold: 4.1,

4. *Elect Ben van Beurden - Chief Executive*
Chief Executive. The Chief Executive is considered operationally accountable for the company's Sustainability programme. Despite having strong ESG policies, there have been reported actions allegedly taken by the company in contravention of these policies, including the listed issues below, regarding its grievance mechanism functions and support for anti-climate lobbyists. As such, given the concerns over the Company's sustainability policies and practice, an oppose vote is recommended until these issues are resolved.

Vote Cast: *Oppose* Results: For: 94.8, Abstain: 0.5, Oppose/Withhold: 4.7,

15. *Appoint the Auditors*
EY proposed. Non-audit fees represented 3.77% of audit fees during the year under review and 2.00% on a three-year aggregate basis. This level of non-audit fees does not raise serious concerns about the independence of the statutory auditor.
In late 2020 International Auditing and Assurance Standards Board (IAASB) produced a consultation entitled, Fraud and Going Concern and refers to the "expectations gap" in the sense that the public expect more of auditors than is expected of them. By reference to conclusions of the BEIS Select Committee of Parliament and High Court decisions, there isn't an expectations gap so far as the UK at least is concerned. Indeed auditor duties in respect of fraud are onerous and in the Barings case at the High Court the issue of negligence didn't merely involve the signing of the public accounts by the audit partner with misstated amounts in, but earlier at the time more junior members of staff missed the fraud when it was smaller reviewing a bank reconciliation (a private and not public document).
The IAASB model of auditing is based on auditors certifying information that is "useful to users". That construct side-steps the crucial duties auditors have for the benefit of the company itself as the Barings case demonstrated. In PIRC's view that model fuels an unwarranted expectations gap and, if audits are limited by the standards misdirect the focus of audits to being "useful for users", a delivery gap because the legal standard and duty is broader than the standards themselves state. PIRC has therefore asked the IAASB to reissue its consultation and has also written to the largest accounting firms to repudiate the IAASB consultation and confirm that the concept of an 'expectations gap' does not limit the scope of their work. In parallel PIRC has reviewed responses from the largest accounting firms to the IAASB determine whether they were encouraging or refuting the concept of an expectations gap. Both Deloitte and BDO correctly referred to the "expectations gap" being dependent on local laws. Both firms also referred to problems with international auditing standards and international accounting standards. BDO went so far as to make other recommendations as well. Mazars did similar in giving evidence to the BEIS Select Committee. In the absence of similar statements from PwC, KPMG, EY or Grant Thornton, PIRC is unable to support re-election or re-appointment of those firms as auditors.

Vote Cast: *Oppose* Results: For: 98.1, Abstain: 0.4, Oppose/Withhold: 1.6,

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: 96.8, Abstain: 1.4, Oppose/Withhold: 1.9,

20. *Approve the Shell Energy Transition Strategy*
There does not appear to be any individual accountability for the policy, and the policy does not list the Chair as responsible for the climate strategy. Rather, the company management and the sustainability committee hold collective responsibility, which is considered too general, and against an effective execution and accountability overall.
The company states that it will review membership of associations with adverse positions on climate positions, however the are concerns surrounding this commitment, based on prior lobbying arrangements allegedly in contravention of company policy.
The company climate strategy has a timeline, for the purpose of measuring progress on emission reductions and the overall energy transition.
The company has said it will be carbon neutral by 2050 and has extended this commitment to its Scope 1, Scope 2 and Scope 3 emissions. However, this is caveated by 'being in step with customers and society'.
There are concerns surrounding the governance structure responsible for the implementation of these policies which raises concerns about their potential effectiveness. In addition, the strategy does not seemingly address the challenges the company faces, with competition from renewable energy potentially putting fossil fuel businesses out of business on grounds of costs. The company does not seem to have a clear plan for the competitive aspects of the energy transition: Shell anticipates that no new frontiers exploration will be undertaken after 2025, but there does not seem to be a sharp target or commitment. Moreover, decarbonising 'in step with society', as opposed to taking the lead to decarbonise, appears seemingly too accommodating and inconsistent with the policy objectives and some of the targets. Under such assumption, there is no guarantee that the targets would be reviewed to a lower ambition or that they will not be met at all. We would prefer to see all targets set out in terms of absolute emissions, not intensity. There is insufficient clarity on claims of carbon capture and storage and nature based solutions. Opposition is recommended.

Vote Cast: *Oppose* Results: For: 83.2, Abstain: 6.3, Oppose/Withhold: 10.6,

4IMPRINT GROUP PLC AGM - 18-05-2021

1. *Receive the Annual Report*
The annual report was made available sufficiently before the meeting and has been audited and certified. However, given are serious concerns over the Company's sustainability policies and practice, it is considered that the annual report and the financial statements may not reflect accurately the material and financial impact of non-traditionally financial risks. As a result, it is recommended to abstain from voting on the annual report in addition to the board-level accountability, as sustainability (and the concerns associated with its governance at the company) is included in the annual report submitted for shareholders' approval.

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

2. *Approve Remuneration Policy*
Policy rating: BBC The following changes proposed for the year under review.
No increase to ongoing award levels for the current Executive Directors for FY21 (maximum opportunity of 100% of salary)

Introduction of an overall award limit of 150% of salary for use in future years to maintain the ongoing competitiveness of the DABS for the three year life of this Policy. Shareholding guidelines have been increased from 100% of salary to 200% of salary. Executive Directors will have until their fifth annual bonus share award grant to accumulate their shareholding and at least 50% of all share incentives (net of tax) will be held back in order to assist the Executive Directors to accumulate their holdings.
Post-employment shareholding guidelines have also been introduced. Executive Directors will be expected to hold 200% of salary in Company shares for one year from cessation of employment and hold 100% of salary for a further year (a two year period in total). The post-employment shareholding guideline will apply to all DABS awards granted after the date of this Policy's approval.
Introduction of a clawback provision and expansion of the malus and clawback 'trigger' events.

Balance: The company operates a Deferred Annual Bonus Scheme (DABS) with maximum opportunity at 150% of the salary. 50% of the Bonus is paid in cash and 50% is deferred to shares. Ordinarily, deferred share awards will not vest earlier than five years from the date of grant and will normally be conditional on the participant remaining in the Company's employment during that period. Performance targets are set by the Committee each year. The targets are aligned with the annual budget approved by the Board, and may include elements of profitability, revenue growth, cash generation, improvement in financial performance over prior year and other specific corporate objectives designed to deliver the Board's strategy. For the year under review the performance measures were operating profit and revenue growth.
Contracts: The Company recruitment policy is of concern as it allows the Committee the right to make payments outside this policy, under exceptional circumstances, which can be considered as potential 'Golden Hellos'. No mitigation statement is made.

Vote Cast: *Abstain* Results: For: 93.4, Abstain: 1.6, Oppose/Withhold: 5.0,

7. *Elect Paul S. Moody - Chair (Non Executive)*
Non-Executive Chair of the Board. As there is no Sustainability Committee up for election, the Chair of the Board is considered accountable for the Company's Sustainability programme. As such, given that the Company's sustainability policies and practice are not considered to be adequate in order to minimize material risks linked to sustainability, an abstain vote is recommended.

Vote Cast: *Abstain* Results: For: 94.7, Abstain: 1.6, Oppose/Withhold: 3.7,

9. *Elect Christina Dawn Southall - Designated Non-Executive*
Designated Non-Executive Director.
There is no disclosure of COVID cases at workplace since the outbreak of the pandemic. Companies are in a position where data regarding COVID cases should be disclosed. If there are fatalities, companies are expected to disclose whether any of them are related to COVID.

Vote Cast: *Abstain* Results: For: 86.9, Abstain: 9.7, Oppose/Withhold: 3.3,

11. *Appoint the Auditors*
EY is proposed. There were no non-audit fees during the year and non-audit fees represented approximately 1.42% 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.
In late 2020 International Auditing and Assurance Standards Board (IAASB) produced a consultation entitled, Fraud and Going Concern and refers to the "expectations gap" in the sense that the public expect more of auditors than is expected of them. By reference to conclusions of the BEIS Select Committee of Parliament and High Court decisions, there isn't an expectations gap so far as the UK at least is concerned. Indeed auditor duties in respect of fraud are onerous and in the Barings case at the High Court the issue of negligence didn't merely involve the signing of the public accounts by the audit partner with misstated amounts in, but earlier at the time

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

Vote Cast: *Oppose* Results: For: 98.2, Abstain: 0.1, Oppose/Withhold: 1.7,

15. *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: 0.0, Oppose/Withhold: 2.2,

BEYOND MEAT INC AGM - 19-05-2021

2. *Appoint the Auditors*
Deloitte proposed. No non-audit fees were paid to the auditors in the past three years. This approach is commended. The current auditor has been in place for more than 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: DDB. Based on this rating, opposition is recommended.

Vote Cast: *Oppose*

TENCENT HOLDINGS LTD AGM - 20-05-2021

3.a. *Elect Yang Siu Shun - Non-Executive Director*
Non-Executive Director. Not considered to be independent as he was until 2015, a senior executive of PwC, the current external auditor of the Company. There is insufficient independent representation on the Board.

Vote Cast: *Oppose*

3.b. *Authorise the Board to Fix Directors' Remuneration*
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. As abstention is not a valid voting outcomes on this resolution, opposition is recommended.

Vote Cast: *Oppose*

4. *Appoint the Auditors and Allow the Board to Determine their Remuneration*
PwC proposed. Non-audit fees represented 21.26% of audit fees during the year under review and 30.48% 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. *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*

6. *Authorise Share Repurchase*
It is proposed to authorise the Board to purchase Company's shares for 10% 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. *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*

TENCENT HOLDINGS LTD EGM - 20-05-2021

1. *Adopt Share Option Plan of China Literature Limited*
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*

NEXT PLC AGM - 20-05-2021

2. *Approve the Remuneration Report*
Disclosure: All elements of the Single Total Remuneration Table are adequately disclosed. The CEO's salary is in line with the workforce. The salary of the CEO is in the median of the competitor group.
Balance: The balance of CEO realized 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 total realized rewards under all incentive schemes amounts to approximately 150% of his base salary (Annual Bonus: nil & LTIP: 150%) and is not considered excessive. It is noted that no Bonus was paid for the year under review which is commendable. The ratio of CEO pay compared to average employee pay is unacceptable at 35:1, it is recommended that the ratio does not exceed 20:1.
Rating: AC

Vote Cast: *Abstain* Results: For: 91.8, Abstain: 2.2, Oppose/Withhold: 6.0,

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

Vote Cast: *Oppose* Results: For: 84.1, Abstain: 2.2, Oppose/Withhold: 13.7,

12. *Re-appoint PricewaterhouseCoopers LLP as Auditors*
PwC proposed. Non-audit fees represented 8.74% of audit fees during the year under review and 15.55% on a three-year aggregate basis. This level of non-audit fees does not raise serious concerns about the independence of the statutory auditor.
In late 2020 International Auditing and Assurance Standards Board (IAASB) produced a consultation entitled, Fraud and Going Concern and refers to the "expectations gap" in the sense that the public expect more of auditors than is expected of them. By reference to conclusions of the BEIS Select Committee of Parliament and High Court decisions, there isn't an expectations gap so far as the UK at least is concerned. Indeed auditor duties in respect of fraud are onerous and in the Barings case

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

Vote Cast: *Oppose* Results: For: 98.9, Abstain: 0.0, Oppose/Withhold: 1.1,

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: 96.4, Abstain: 0.0, Oppose/Withhold: 3.5,

18. *Authorize 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, BNP Paribas 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 lower of 3 million shares or a total cost of up to GBP 200 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 2.3% 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: 97.9, Abstain: 0.3, Oppose/Withhold: 1.8,

LLOYDS BANKING GROUP PLC AGM - 20-05-2021

15. *Renew the Deferred Bonus Plan*
It is proposed to renew the Deferred Bonus Plan which will be in place for 10 years. Clawback and malus would apply. The Deferred Bonus Plan enables the Group to continue to be able to deliver a proportion of annual bonus awards in the form of deferred awards over shares. However, as stated in the remuneration policy, the total

potential variable remuneration may exceed 200% of base salary for the CEO. This is considered excessive and as such, opposition to the renewal Deferred Bonus Plan is recommended.

Vote Cast: *Oppose* Results: For: 98.6, Abstain: 0.1, Oppose/Withhold: 1.3,

18. *Authorise Issue of Equity 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 17.75% 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.
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: 98.1, Abstain: 0.1, Oppose/Withhold: 1.8,

20. *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: 95.9, Abstain: 0.1, Oppose/Withhold: 4.0,

21. *Authorise Issue of Equity without Pre-Emptive Rights 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 21 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 17.63% of the Company's issued share capital. In line with the voting recommendation on resolution 18, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 97.8, Abstain: 0.1, Oppose/Withhold: 2.1,

22. *Authorise Market Purchase of Ordinary Shares*
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: 98.4, Abstain: 0.3, Oppose/Withhold: 1.3,

FEVERTREE DRINKS PLC AGM - 20-05-2021

2. *Approve the Remuneration Report*
It is proposed to approve the annual report on remuneration of Executive and Non-Executive directors with an advisory vote. There are excessiveness concerns as the total variable remuneration can exceed 200% of the salary for the highest paid director. The Company has not fully disclosed quantified targets. There are claw back clauses in place over the entirety of the variable remuneration, which is welcomed. However, opposition is recommended based on excessive remuneration.

Vote Cast: *Oppose*

4. *Re-elect Bill Ronald - Chair*
Chair. The Chair is not considered to be independent owing to a tenure of over nine years on the Board. In addition, it is a generally accepted norm of good practice that a Chair of the Board should act with a proper degree of independence from the Company's management team when exercising his or her oversight of the functioning of the Board. Being a non-independent Chair is considered to be incompatible with this. Oppose vote is therefore recommended.

Vote Cast: *Oppose*

11. *Re-appoint the Auditors: BDO*
BDO LLP proposed. Non-audit fees represented 8.12% of audit fees during the year under review and 35.77% 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*

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

Vote Cast: *Oppose*

15. *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*

16. *Amend Existing Long Term Incentive Plan*
The board seek to approve amendment to the Company's LTIP Rules in order to increase the maximum total market value of shares over which awards may be granted to a participant during a financial year from 300% of his/her salary to 450% of his/her salary. The aforementioned amount is considered deemed excessive. Opposition is recommended.

Vote Cast: *Oppose*

SMART METERING SYSTEMS PLC AGM - 20-05-2021

2. *Elect Miriam Greenwood - Chair (Non Executive)*
Non-Executive Chair. Not considered independent as the director has a relationship with the Company, which is considered material. It is noted he is a director at River & Mercantile Asset Management Ltd which owns 3.10% of the issued share capital at the company. 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. In addition, it is noted that the director is a member of the Audit and Remuneration committees which should comprise wholly of independent directors. Based on these concerns, an oppose vote is recommended.

Vote Cast: *Oppose*

9. *Approve the Remuneration Report*
It is proposed to approve the annual report on remuneration of Executive and Non-Executive directors with an advisory vote. There are excessiveness concerns as the total variable remuneration exceeded 200% of the salary for the highest paid director. The Company has fully disclosed quantified targets against which the achievements and the corresponding variable remuneration has been calculated. There are claw back clauses in place over the entirety of the variable remuneration, which is welcomed. However, opposition is recommended based on excessive remuneration.

Vote Cast: *Oppose*

10. *Re-appoint Ernst & Young as the Auditors*
EY proposed. Non-audit fees represented 22.56% of audit fees during the year under review and 5.50% on a three-year aggregate basis. This level of non-audit fees does not raise serious concerns about the independence of the statutory auditor. The current auditor has been in place for more than five years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor.
In late 2020 International Auditing and Assurance Standards Board (IAASB) produced a consultation entitled, Fraud and Going Concern and refers to the "expectations gap" in the sense that the public expect more of auditors than is expected of them. By reference to conclusions of the BEIS Select Committee of Parliament and High Court decisions, there isn't an expectations gap so far as the UK at least is concerned. Indeed auditor duties in respect of fraud are onerous and in the Barings case at the High Court the issue of negligence didn't merely involve the signing of the public accounts by the audit partner with misstated amounts in, but earlier at the time more junior members of staff missed the fraud when it was smaller reviewing a bank reconciliation (a private and not public document).
The IAASB model of auditing is based on auditors certifying information that is "useful to users". That construct side-steps the crucial duties auditors have for the benefit of the company itself as the Barings case demonstrated. In PIRC's view that model fuels an unwarranted expectations gap and, if audits are limited by the standards misdirect the focus of audits to being "useful for users", a delivery gap because the legal standard and duty is broader than the standards themselves state. PIRC has therefore asked the IAASB to reissue its consultation and has also written to the largest accounting firms to repudiate the IAASB consultation and confirm

that the concept of an 'expectations gap' does not limit the scope of their work. In parallel PIRC has reviewed responses from the largest accounting firms to the IAASB determine whether they were encouraging or refuting the concept of an expectations gap. Both Deloitte and BDO correctly referred to the "expectations gap" being dependent on local laws. Both firms also referred to problems with international auditing standards and international accounting standards. BDO went so far as to make other recommendations as well. Mazars did similar in giving evidence to the BEIS Select Committee. In the absence of similar statements from PwC, KPMG, EY or Grant Thornton, PIRC is unable to support re-election or re-appointment of those firms as auditors.

Vote Cast: *Oppose*

PURETECH HEALTH PLC AGM - 27-05-2021

1. *Accept Financial Statements and Statutory Reports*

The annual report was made available sufficiently before the meeting and has been audited and certified. However, given are serious concerns over the Company's sustainability policies and practice, it is considered that the annual report and the financial statements may not reflect accurately the material and financial impact of non-traditionally financial risks. As a result, it is recommended to abstain from voting on the annual report in addition to the board-level accountability, as sustainability (and the concerns associated with its governance at the company) is included in the annual report submitted for shareholders' approval.

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

2. *Approve the Remuneration Report*

All elements of the single total remuneration table has been disclosed. The CEO's salary is in the median of a peer comparator group. The face values of the PSP awards are disclosed. The CEO's total variable remuneration under all incentive schemes stands at 745.9% of base salary which is considered excessive. The ratio of CEO pay compared to the average employee pay is considered acceptable at 6:1.
Rating: AE

Vote Cast: *Oppose* Results: For: 88.8, Abstain: 1.0, Oppose/Withhold: 10.2,

3. *Approve Remuneration Policy*

Overall, disclosure is considered adequate. Maximum potential awards for both the Annual Bonus and LTIP are clearly stated.
Balance: Total potential awards capable of vesting under the policy is 600% which exceeds the recommended threshold of 200% of the highest paid Director's base salary. The Annual Bonus utilises multiple performance metrics which is welcomed. However, there is no deferral period attached to the Annual Bonus which is not considered appropriate. Best practice would see half of the bonus deferred in shares over at least two years. Also, the performance metrics for both the annual bonus and LTIP are not operating interdependently, such that vesting under the incentive plan is only possible where all threshold targets are met. Also, the performance period for the LTIP is less than five years and is therefore not considered sufficiently long-term. However, the addition of a two-year holding period is welcome. Directors are entitled to a dividend income which is accrued on share awards from the date of grant, once the awards vest. Dividend should be paid from the date awards vest onwards, and not backdated to the time of grant to include the performance period. Awards can be granted at an exceptional level for new recruits. Such exceptional awards are not supported as it increases the overall quantum available to directors and contributes to excessive remuneration practices within companies.
Rating: BDC

Vote Cast: *Oppose* Results: For: 83.0, Abstain: 1.0, Oppose/Withhold: 15.9,

6. *Elect Kiran Mazumdar-Shaw - Non-Executive Director*
Independent Non-Executive Director. 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 that the Company's sustainability policies and practice are not considered to be adequate in order to minimize material risks linked to sustainability, an abstain vote is recommended.

Vote Cast: *Abstain* Results: For: 83.9, Abstain: 0.5, Oppose/Withhold: 15.6,

12. *Reappoint KPMG LLP as Auditors*
KPMG proposed. Non-audit fees represented 12.05% of audit fees during the year under review and 27.81% 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.
In late 2020 International Auditing and Assurance Standards Board (IAASB) produced a consultation entitled, Fraud and Going Concern and refers to the "expectations gap" in the sense that the public expect more of auditors than is expected of them. By reference to conclusions of the BEIS Select Committee of Parliament and High Court decisions, there isn't an expectations gap so far as the UK at least is concerned. Indeed auditor duties in respect of fraud are onerous and in the Barings case at the High Court the issue of negligence didn't merely involve the signing of the public accounts by the audit partner with misstated amounts in, but earlier at the time more junior members of staff missed the fraud when it was smaller reviewing a bank reconciliation (a private and not public document).
The IAASB model of auditing is based on auditors certifying information that is "useful to users". That construct side-steps the crucial duties auditors have for the benefit of the company itself as the Barings case demonstrated. In PIRC's view that model fuels an unwarranted expectations gap and, if audits are limited by the standards misdirect the focus of audits to being "useful for users", a delivery gap because the legal standard and duty is broader than the standards themselves state. PIRC has therefore asked the IAASB to reissue its consultation and has also written to the largest accounting firms to repudiate the IAASB consultation and confirm that the concept of an 'expectations gap' does not limit the scope of their work. In parallel PIRC has reviewed responses from the largest accounting firms to the IAASB determine whether they were encouraging or refuting the concept of an expectations gap. Both Deloitte and BDO correctly referred to the "expectations gap" being dependent on local laws. Both firms also referred to problems with international auditing standards and international accounting standards. BDO went so far as to make other recommendations as well. Mazars did similar in giving evidence to the BEIS Select Committee. In the absence of similar statements from PwC, KPMG, EY or Grant Thornton, PIRC is unable to support re-election or re-appointment of those firms as auditors.

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

16. *Authorise Issue of Equity without Pre-emptive Rights in Connection with 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: 95.5, Abstain: 0.0, Oppose/Withhold: 4.5,

17. *Authorise Market Purchase of Ordinary Shares*
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: 49.9, Abstain: 50.0, Oppose/Withhold: 0.1,

VECTURA GROUP LIMITED EGM - 27-05-2021

3. *Authorise Share Repurchase Post Consolidation*
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*

VECTURA GROUP LIMITED AGM - 27-05-2021

1. *Receive the Annual Report*
The annual report was made available sufficiently before the meeting and has been audited and certified. However, given are serious concerns over the Company's sustainability policies and practice, it is considered that the annual report and the financial statements may not reflect accurately the material and financial impact of non-traditionally financial risks. As a result, it is recommended to abstain from voting on the annual report in addition to the board-level accountability, as sustainability (and the concerns associated with its governance at the company) is included in the annual report submitted for shareholders' approval.

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

6. *Elect Bruno Angelici - Chair*
Non-Executive Chair of the Board. As there are no Sustainability Committee up for election, the Chair of the Board is considered accountable for the Company's Sustainability programme. As such, given that the Company's sustainability policies and practice are not considered to be adequate in order to minimize material risks linked to sustainability, an abstain vote is recommended.

Vote Cast: *Abstain* Results: For: 98.3, Abstain: 1.2, Oppose/Withhold: 0.5,

11. *Appoint the Auditors*
KPMG proposed. Non-audit fees represented 14.29% of audit fees during the year under review and 15.00% on a three-year aggregate basis. This level of non-audit fees does not raise serious concerns about the independence of the statutory auditor.
In late 2020 International Auditing and Assurance Standards Board (IAASB) produced a consultation entitled, Fraud and Going Concern and refers to the "expectations gap" in the sense that the public expect more of auditors than is expected of them. By reference to conclusions of the BEIS Select Committee of Parliament and High Court decisions, there isn't an expectations gap so far as the UK at least is concerned. Indeed auditor duties in respect of fraud are onerous and in the Barings case at the High Court the issue of negligence didn't merely involve the signing of the public accounts by the audit partner with misstated amounts in, but earlier at the time more junior members of staff missed the fraud when it was smaller reviewing a bank reconciliation (a private and not public document).

The IAASB model of auditing is based on auditors certifying information that is "useful to users". That construct side-steps the crucial duties auditors have for the benefit of the company itself as the Barings case demonstrated. In PIRC's view that model fuels an unwarranted expectations gap and, if audits are limited by the standards misdirect the focus of audits to being "useful for users", a delivery gap because the legal standard and duty is broader than the standards themselves state. PIRC has therefore asked the IAASB to reissue its consultation and has also written to the largest accounting firms to repudiate the IAASB consultation and confirm that the concept of an 'expectations gap' does not limit the scope of their work. In parallel PIRC has reviewed responses from the largest accounting firms to the IAASB determine whether they were encouraging or refuting the concept of an expectations gap. Both Deloitte and BDO correctly referred to the "expectations gap" being dependent on local laws. Both firms also referred to problems with international auditing standards and international accounting standards. BDO went so far as to make other recommendations as well. Mazars did similar in giving evidence to the BEIS Select Committee. In the absence of similar statements from PwC, KPMG, EY or Grant Thornton, PIRC is unable to support re-election or re-appointment of those firms as auditors.

Vote Cast: *Oppose* Results: For: 98.7, Abstain: 0.0, Oppose/Withhold: 1.3,

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: 97.2, 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: 98.5, Abstain: 0.1, Oppose/Withhold: 1.4,

HSBC HOLDINGS PLC AGM - 28-05-2021

1. *Accept Financial Statements and Statutory Reports*
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. However, on 21 September 2020, HSBC was named as one of the banks that allegedly allowed international criminals to launder money or avoid sanction, according to documents leaked to the International Consortium of Investigative Journalists (ICIJ).US Financial Crimes Investigation Network (FinCEN) files, obtained from the US Treasury counter money laundering division, included over 2,100 suspicious activity reports (SARs) covering more than GBP 1.5 trillion between 1999 and 2017. HSBC has allegedly allowed fraudsters to move millions of dollars of stolen money around the world, even after it learned from US investigators the scheme was a scam.
All of the directors currently on the board have joined on or after the end of the alleged scheme, and as such they cannot be considered accountable in regards to their re-election. Opposition is therefore recommended against the annual report.

Vote Cast: *Oppose* Results: For: 98.0, Abstain: 0.5, Oppose/Withhold: 1.5,

4. *Reappoint PricewaterhouseCoopers LLP as Auditors*

PwC proposed. Non-audit fees were not paid for the year under review and represented 3.14% 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.

In late 2020 International Auditing and Assurance Standards Board (IAASB) produced a consultation entitled, Fraud and Going Concern and refers to the "expectations gap" in the sense that the public expect more of auditors than is expected of them. By reference to conclusions of the BEIS Select Committee of Parliament and High Court decisions, there isn't an expectations gap so far as the UK at least is concerned. Indeed auditor duties in respect of fraud are onerous and in the Barings case at the High Court the issue of negligence didn't merely involve the signing of the public accounts by the audit partner with misstated amounts in, but earlier at the time more junior members of staff missed the fraud when it was smaller reviewing a bank reconciliation (a private and not public document).

The IAASB model of auditing is based on auditors certifying information that is "useful to users". That construct side-steps the crucial duties auditors have for the benefit of the company itself as the Barings case demonstrated. In PIRC's view that model fuels an unwarranted expectations gap and, if audits are limited by the standards misdirect the focus of audits to being "useful for users", a delivery gap because the legal standard and duty is broader than the standards themselves state. PIRC has therefore asked the IAASB to reissue its consultation and has also written to the largest accounting firms to repudiate the IAASB consultation and confirm that the concept of an 'expectations gap' does not limit the scope of their work. In parallel PIRC has reviewed responses from the largest accounting firms to the IAASB determine whether they were encouraging or refuting the concept of an expectations gap. Both Deloitte and BDO correctly referred to the "expectations gap" being dependent on local laws. Both firms also referred to problems with international auditing standards and international accounting standards. BDO went so far as to make other recommendations as well. Mazars did similar in giving evidence to the BEIS Select Committee. In the absence of similar statements from PwC, KPMG, EY or Grant Thornton, PIRC is unable to support re-election or re-appointment of those firms as auditors.

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

6. *Authorise EU Political Donations and Expenditure*

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 aggregate total amount exceeds recommended limits. An abstain vote is recommended.

Vote Cast: *Abstain* Results: For: 96.4, Abstain: 1.0, Oppose/Withhold: 2.7,

9. *Further disapplication of pre-emptions rights for acquisitions*

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: 95.7, Abstain: 0.1, Oppose/Withhold: 4.2,

10. *Addition of any repurchased shares to general authority to allot shares*

Resolution 10 seeks to extend the Directors' authority to allot shares and grant rights to subscribe for or convert any security into shares pursuant to paragraph (a) of Resolution 7 to include the shares repurchased by the Company under the authority sought by Resolution 11. Based on opposition to Resolution 11, opposition is recommended here.

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

11. *Authorise Market Purchase of Ordinary Shares*

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: 98.4, Abstain: 0.5, Oppose/Withhold: 1.1,

12. *Authorise Issue of Equity in Relation to Contingent Convertible Securities*

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 2,042,279,925, 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 13 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: 97.4, Abstain: 0.1, Oppose/Withhold: 2.5,

13. *Authorise Issue of Equity without Pre-emptive 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 13 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 2,042,279,925 representing approximately 20% of the Company's issued share capital. In line with the voting recommendation on resolution 12, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 96.6, Abstain: 0.1, Oppose/Withhold: 3.3,

RECKITT BENCKISER GROUP PLC AGM - 28-05-2021

2. *Approve the Remuneration Report*
Disclosure: All elements of the directors remuneration in the single figure table are adequately disclosed. Dividend equivalents are not separately categorised. Future performance conditions and targets for long term incentives are currently not disclosed.
Balance: The directors salary is in the median of its peer group. The change in CEO total pay over the last five years is considered acceptable as it is commensurate with the change in TSR over the same period. Variable remuneration paid to all directors in the year under review is considered excessive as it exceeds 200% of salary for the CEO. The CEO to average employee pay ratio is considered unacceptable at 117:1.
Rating: AC
The remuneration report received significant opposition at the previous meeting, and it is considered that the company has not adequately addressed this. For this reason, opposition is recommended.

Vote Cast: *Oppose* Results: For: 81.2, Abstain: 1.4, Oppose/Withhold: 17.4,

16. *Appoint the Auditors*
KPMG proposed. Non-audit fees represented 1.68% 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.
In late 2020 International Auditing and Assurance Standards Board (IAASB) produced a consultation entitled, Fraud and Going Concern and refers to the "expectations gap" in the sense that the public expect more of auditors than is expected of them. By reference to conclusions of the BEIS Select Committee of Parliament and High Court decisions, there isn't an expectations gap so far as the UK at least is concerned. Indeed auditor duties in respect of fraud are onerous and in the Barings case at the High Court the issue of negligence didn't merely involve the signing of the public accounts by the audit partner with misstated amounts in, but earlier at the time more junior members of staff missed the fraud when it was smaller reviewing a bank reconciliation (a private and not public document).
The IAASB model of auditing is based on auditors certifying information that is "useful to users". That construct side-steps the crucial duties auditors have for the benefit of the company itself as the Barings case demonstrated. In PIRC's view that model fuels an unwarranted expectations gap and, if audits are limited by the standards misdirect the focus of audits to being "useful for users", a delivery gap because the legal standard and duty is broader than the standards themselves state. PIRC has therefore asked the IAASB to reissue its consultation and has also written to the largest accounting firms to repudiate the IAASB consultation and confirm that the concept of an 'expectations gap' does not limit the scope of their work. In parallel PIRC has reviewed responses from the largest accounting firms to the IAASB determine whether they were encouraging or refuting the concept of an expectations gap. Both Deloitte and BDO correctly referred to the "expectations gap" being dependent on local laws. Both firms also referred to problems with international auditing standards and international accounting standards. BDO went so far as to make other recommendations as well. Mazars did similar in giving evidence to the BEIS Select Committee. In the absence of similar statements from PwC, KPMG, EY or Grant Thornton, PIRC is unable to support re-election or re-appointment of those firms as auditors.

Vote Cast: *Oppose* Results: For: 99.3, Abstain: 0.1, Oppose/Withhold: 0.7,

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: 95.6, Abstain: 0.4, Oppose/Withhold: 4.0,

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: 98.5, Abstain: 0.1, Oppose/Withhold: 1.4,

ALPHABET INC AGM - 02-06-2021

1.3. *Elect Sundar Pichai - Chief Executive*
Chief Executive. There are a number of issues that have allegedly occurred in the year under review, for which the Chief Executive is considered accountable. These are primarily regarding treatment of employees, with particular reference to the treatment of those who suggest collective action or criticize the corporate culture, in addition to the company abusing the market leading position of many of its subsidairies, and using this position to engage in alleged price fixing and other monopolistic business practices which are not considered appropriate. The Chief Executive is considered to be operationally responsible for these issues. As such, given the concerns over the Company's governance policies and practice, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 98.9, Abstain: 0.1, Oppose/Withhold: 1.1,

1.4. *Elect John L. Hennessy - Chair (Non Executive)*
Non-Executive Chair of the Board. As there is no Sustainability Committee up for election, the Chair of the Board is considered accountable for the Company's Sustainability programme. As such, given the concerns over the Company's sustainability policies and practice, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 94.4, Abstain: 0.1, Oppose/Withhold: 5.6,

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

Vote Cast: *Oppose* Results: For: 79.7, Abstain: 0.1, Oppose/Withhold: 20.1,

1.7. *Elect Roger W. Ferguson, Jr. - Non-Executive Director*
Independent Non-Executive Director. There are concerns over the director's potential time commitments, and the director could not prove full attendance of board and committee meetings during the year.

Vote Cast: *Abstain* Results: For: 99.1, Abstain: 0.1, Oppose/Withhold: 0.8,

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

Vote Cast: *Oppose* Results: For: 78.5, Abstain: 0.1, Oppose/Withhold: 21.4,

1.10. *Elect K. Ram Shriram - Non-Executive Director*
Non-Executive Director. Not considered independent owing to a tenure of more than nine years. In addition, Mr. Shiram is a Trustee of Stanford University, to which the Company paid $5.7 million in 2015 for scholarships, research and consulting services. There is insufficient independent representation on the Board.

Vote Cast: *Oppose* Results: For: 88.3, Abstain: 0.1, Oppose/Withhold: 11.6,

1.11. *Elect Robin L. Washington - Non-Executive Director*
Independent Non-Executive Director. There are concerns over the director's potential time commitments, and the director could not prove full attendance of board and committee meetings during the year.

Vote Cast: *Abstain* Results: For: 88.8, Abstain: 0.1, Oppose/Withhold: 11.0,

2. *Appoint the Auditors*
EY proposed. Non-audit fees represented 13.16% of audit fees during the year under review and 18.22% 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: 98.2, Abstain: 0.1, Oppose/Withhold: 1.7,

3. *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* Results: For: 83.8, Abstain: 0.1, Oppose/Withhold: 16.1,

NETFLIX INC AGM - 03-06-2021

2. *Ratify Ernst & Young LLP as Auditors*
EY proposed. Non-audit fees represented 39.17% of audit fees during the year under review and 47.03% 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: 97.8, Abstain: 0.1, 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: BEE. Based on this rating, opposition is recommended.

Vote Cast: *Oppose* Results: For: 50.6, Abstain: 0.2, Oppose/Withhold: 49.2,

INFORMA PLC AGM - 03-06-2021

12. *Appoint the Auditors*
Deloitte proposed. Non-audit fees represented 6.25% of audit fees during the year under review and 31.63% 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: 96.3, Abstain: 0.0, Oppose/Withhold: 3.7,

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: 95.0, Abstain: 0.2, Oppose/Withhold: 4.9,

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

Vote Cast: *Oppose* Results: For: 98.9, Abstain: 0.1, Oppose/Withhold: 0.9,

NVIDIA CORPORATION AGM - 03-06-2021

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

Vote Cast: *Oppose* Results: For: 94.9, Abstain: 0.7, Oppose/Withhold: 4.4,

3. *Appoint the Auditors*
PwC proposed. Non-audit fees represented 9.81% of audit fees during the year under review and 7.58% 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: 98.4, Abstain: 0.5, Oppose/Withhold: 1.0,

4. *Approve Authority to Increase Authorised Share Capital*
Authority is sought to increase the authorised share capital of the Company up to 4 billion shares. At this time, the company has not disclosed whether successive increases would be carried out with or without pre-emptive rights. As such, the aggregate authority may exceed recommended limits for issues with or without pre-emptive rights. An oppose vote is therefore recommended.

Vote Cast: *Oppose* Results: For: 95.5, Abstain: 0.6, Oppose/Withhold: 3.9,

NIO INC EGM - 03-06-2021

1. *Amend Articles*
The Board proposes to amend the Articles. It is proposed that the Board may, by the affirmative vote of a simple majority of the remaining Directors present and voting at a Board meeting, (i) appoint any person as a Director to fill a vacancy on the Board or, (ii) subject to the maximum size of the Board being nine (9) Directors, appoint any person as an addition to the Board. It is considered that the proposed amendments may have an adverse effect on shareholder rights, as it is not clear from the text of the amendment that shareholders will be able to vote on every director elected by the Board directors. Therefore, it is recommended to oppose.

Vote Cast: *Oppose*

ADYEN NV AGM - 03-06-2021

2.b. *Approve the Remuneration Report*
It is proposed to approve the implementation of the remuneration report. The payout is in line with best practice, being under 200% of the fixed salary. There are claw back clauses in place over the entirety of the variable remuneration, which is welcomed. However, the Company has not fully disclosed quantified targets against which the achievements and the corresponding variable remuneration has been calculated. Although a common practice in this market as this is deemed to be sensitive information, it prevents an accurate assessment and may lead to overpayment against underperformance. On balance, abstention is recommended.

Vote Cast: *Abstain*

2.c. *Adopt Financial Statements and Statutory Reports*
The financial statements were made available sufficiently before the meeting and have been audited and certified. However, given are serious concerns over

the Company's sustainability policies and practice, it is considered that the financial statements may not reflect accurately the material and financial impact of non-traditionally financial risks.

Vote Cast: *Abstain*

3. *Approve Discharge of Management Board*
Standard proposal. Although no wrongdoing has been identified, the company's sustainability policies and practice are not considered to be adequate in order to minimize material risks linked to sustainability. As such, abstention is recommended on the discharge.

Vote Cast: *Abstain*

4. *Approve Discharge of Supervisory Board*
Standard proposal. Although no wrongdoing has been identified, the company's sustainability policies and practice are not considered to be adequate in order to minimize material risks linked to sustainability. As such, abstention is recommended on the discharge.

Vote Cast: *Abstain*

8. *Authorise the Board to Waive Pre-emptive Rights*
It is proposed to exclude pre-emption rights on shares issued over a period of 18 months. The corresponding authority for issuing shares without pre-emptive rights, requested in a previous proposal, does not exceed guidelines (10%). However it is considered that shareholders should be allowed to vote on such resolutions annually. Opposition is recommended.

Vote Cast: *Oppose*

9. *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*

10. *Appoint the Auditors*
PwC proposed. Non-audit fees were not paid during the year under review and represented 0.25% 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*

WORKDAY INC AGM - 08-06-2021

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

Vote Cast: *Oppose*

1.2. *Elect Ann-Marie Campbell - Non-Executive Director*
Independent Non-Executive Director. There are concerns over the director's potential time commitments, and the director could not prove full attendance of board and committee meetings during the year.

Vote Cast: *Abstain*

2. *Appoint the Auditors*
EY proposed. Non-audit fees represented 9.70% of audit fees during the year under review and 16.57% 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*

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

Vote Cast: *Oppose*

IP GROUP PLC AGM - 09-06-2021

2. *Approve the Remuneration Report*
Disclosure: All elements of the Single Total Remuneration Table are adequately disclosed. CEO's salary rose by 2.1% while the salaries of employees rose by 8%. The CEO's salary is in the median of the Company's comparator group.
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. Realized variable pay consisted only of the annual bonus, as no LTIP awards vested due to performance conditions not being met. The Annual Bonus was acceptable, standing at 93.3% of salary for the CEO. The ratio of CEO pay compared to average employee pay currently stands at 7:1, which is acceptable.
Rating: AC

Vote Cast: *Abstain* Results: For: 97.0, Abstain: 0.7, Oppose/Withhold: 2.3,

5. *Re-appoint KPMG LLP as Auditors*
KPMG proposed. Non-audit fees represented 2.20% of audit fees during the year under review and 2.74% on a three-year aggregate basis. This level of non-audit fees does not raise serious concerns about the independence of the statutory auditor. The current auditor has been in place for more than five years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor.
In late 2020 International Auditing and Assurance Standards Board (IAASB) produced a consultation entitled, Fraud and Going Concern and refers to the "expectations gap" in the sense that the public expect more of auditors than is expected of them. By reference to conclusions of the BEIS Select Committee of Parliament and High Court decisions, there isn't an expectations gap so far as the UK at least is concerned. Indeed auditor duties in respect of fraud are onerous and in the Barings case at the High Court the issue of negligence didn't merely involve the signing of the public accounts by the audit partner with misstated amounts in, but earlier at the time more junior members of staff missed the fraud when it was smaller reviewing a bank reconciliation (a private and not public document).
The IAASB model of auditing is based on auditors certifying information that is "useful to users". That construct side-steps the crucial duties auditors have for the benefit of the company itself as the Barings case demonstrated. In PIRC's view that model fuels an unwarranted expectations gap and, if audits are limited by the standards misdirect the focus of audits to being "useful for users", a delivery gap because the legal standard and duty is broader than the standards themselves state. PIRC has therefore asked the IAASB to reissue its consultation and has also written to the largest accounting firms to repudiate the IAASB consultation and confirm that the concept of an 'expectations gap' does not limit the scope of their work. In parallel PIRC has reviewed responses from the largest accounting firms to the IAASB determine whether they were encouraging or refuting the concept of an expectations gap. Both Deloitte and BDO correctly referred to the "expectations gap" being dependent on local laws. Both firms also referred to problems with international auditing standards and international accounting standards. BDO went so far as to make other recommendations as well. Mazars did similar in giving evidence to the BEIS Select Committee. In the absence of similar statements from PwC, KPMG, EY or Grant Thornton, PIRC is unable to support re-election or re-appointment of those firms as auditors.

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

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: 96.4, Abstain: 0.0, 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: 99.3, Abstain: 0.0, Oppose/Withhold: 0.7,

SALESFORCE.COM INC AGM - 10-06-2021

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

Vote Cast: *Oppose* Results: For: 94.3, Abstain: 0.3, Oppose/Withhold: 5.4,

1.b. *Elect Craig Conway - Non-Executive Director*
Non-Executive Director. Not considered independent owing to a tenure of over nine years. There is insufficient independent representation on the Board.

Vote Cast: *Oppose* Results: For: 95.8, Abstain: 0.1, Oppose/Withhold: 4.1,

1.d. *Elect Alan Hassenfeld - Non-Executive Director*
Non-Executive Director. Not considered independent owing to a tenure of over nine years. There is insufficient independent representation on the Board.

Vote Cast: *Oppose* Results: For: 93.4, Abstain: 0.1, Oppose/Withhold: 6.5,

1.g. *Elect Sanford R. Robertson - Senior Independent Director*
Non-Executive Director. Not considered independent owing to a tenure of over nine years. There is insufficient independent representation on the Board. Additionally, as the Chair of the Nomination and Governance 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: 81.8, Abstain: 0.6, Oppose/Withhold: 17.6,

1.h. *Elect John V. Roos - Non-Executive Director*
Independent Non-Executive Director. There are concerns over the director's potential time commitments, and the director could not prove full attendance of board and committee meetings during the year.

Vote Cast: *Abstain* Results: For: 97.7, Abstain: 0.1, Oppose/Withhold: 2.2,

1.j. *Elect Maynard Webb - Non-Executive Director*
Non-Executive Director. Not considered independent owing to a tenure of over nine years. There is insufficient independent representation on the Board.

Vote Cast: *Oppose* Results: For: 94.3, Abstain: 0.1, Oppose/Withhold: 5.6,

2. *Amend Existing Omnibus Plan*
It is proposed to amend the 2013 Equity Incentive Plan (the "2013 Plan") . The restated 2013 Plan proposes to increase the number of shares of Common Stock of the Company reserved for issuance under the 2013 Plan by an additional 31.5 million Shares. The board suggests that the continuing ability to offer equity incentive

awards under the 2013 Plan is critical to the ability to attract, motivate and retain qualified personnel..
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: 92.1, Abstain: 0.5, Oppose/Withhold: 7.5,

3. *Appoint the Auditors*
EY proposed. Non-audit fees represented 40.64% of audit fees during the year under review and 33.95% 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: 92.9, Abstain: 0.1, Oppose/Withhold: 7.0,

4. *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: 92.7, Abstain: 0.5, Oppose/Withhold: 6.7,

DELIVERY HERO SE AGM - 16-06-2021

2. *Approve Discharge of Management Board for Fiscal Year 2020*
Standard proposal. Although no wrongdoing has been identified, the company's sustainability policies and practice are not considered to be adequate in order to minimize material risks linked to sustainability. As such, abstention is recommended on the discharge.

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

5. *Approve Remuneration Policy*
It is proposed to approve the remuneration policy with a binding vote. 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 has not disclosed quantified targets for the performance criteria of its variable remuneration component, 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: 86.4, Abstain: 0.0, Oppose/Withhold: 13.6,

8. *Approve Issuance of Warrants/Bonds with Warrants Attached/Convertible Bonds without Preemptive Rights up to Aggregate Nominal Amount of EUR 3 Billion; Approve Creation of EUR 14 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* Results: For: 84.1, Abstain: 0.0, Oppose/Withhold: 15.9,

9. *Approve Creation of EUR 6.9 Million Pool of Capital for Employee Stock Purchase Plan*

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* Results: For: 99.8, Abstain: 0.0, Oppose/Withhold: 0.2,

10. *Approve Stock Option Plan for Key Employees; Approve Creation of EUR 5 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* Results: For: 94.0, Abstain: 0.0, Oppose/Withhold: 6.0,

11. *Authorize Share Repurchase Program and Re issuance or Cancellation of Repurchased Shares*

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: 97.3, Abstain: 0.0, Oppose/Withhold: 2.7,

12. *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* Results: For: 96.8, Abstain: 0.0, Oppose/Withhold: 3.2,

BEIGENE LTD AGM - 16-06-2021

1. *Elect Donald W. Glazer - Non-Executive Director*
Independent Non-Executive Director.
Regardless of local practice or recommendations, or average percentage of diversity on the boards of local listed companies, it is considered that gender diversity should be explicitly taken into account when appointing directors. Namely, it is considered that at least one-third of the board should be reserved for the less represented gender. There is an increasing amount of research that suggests that more diverse companies actually perform better than less diverse companies, and they lead to higher returns. By seemingly not including diversity in the composition of the board, and not having an adequate target to do so, it is considered that the company is not taking into account the materiality of non-financial factors, which could be detrimental for shareholders. Opposition is recommended.

Vote Cast: *Oppose*

2. *Elect Michael Goller - Non-Executive Director*
Independent Non-Executive Director.
Regardless of local practice or recommendations, or average percentage of diversity on the boards of local listed companies, it is considered that gender diversity should be explicitly taken into account when appointing directors. Namely, it is considered that at least one-third of the board should be reserved for the less represented gender. There is an increasing amount of research that suggests that more diverse companies actually perform better than less diverse companies, and they lead to higher returns. By seemingly not including diversity in the composition of the board, and not having an adequate target to do so, it is considered that the company is not taking into account the materiality of non-financial factors, which could be detrimental for shareholders. Opposition is recommended.

Vote Cast: *Oppose*

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*

15. *Approve the Remuneration Report*
It is proposed to approve the report on the implementation of the remuneration policy. 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*

ZOOM VIDEO COMMUNICATIONS INC AGM - 17-06-2021

2. *Re-appoint the Auditors: KPMG LLP*
KPMG proposed. No non-audit fees were paid to the auditors in the past three years. This approach is commended. 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: DEB. Based on this rating, opposition is recommended.

Vote Cast: *Oppose*

BIONTECH SE AGM - 22-06-2021

4. *Appoint the Auditors*
EY proposed. Non-audit fees represented 49.78% of audit fees during the year under review. This level of non-audit fees raises some concerns about the independence of the statutory auditor.

Vote Cast: *Abstain*

6. *Amend Articles: Issue stock options*
The board proposes that, in order to create the greatest possible flexibility, the Management Board (or, in the case of stock options to be issued to members of the Management Board, the Supervisory Board) shall therefore be able to largely decide and determine the issue periods itselfin individual cases when granting stock options, taking into account US insider laws. It is considered that the proposed amendements may have an adverse effect on shareholder rights, as the issue periods will no longer be under Shareholder vote. Therefore, it is recommended to oppose.

Vote Cast: *Oppose*

7. *Authorize Issued Capital for Use in Stock Option Plans*
As a consequence of the transaction proposed on this agenda, it is proposed to increase the share capital by EUR 8,418,091 and amend the articles accordingly in order to allow them to be issued as part of the stock option plan. Given that opposition was recommended on the corresponding transaction, opposition is maintained on this item as well.

Vote Cast: *Oppose*

10. *Approve the Remuneration Report*
It is proposed to approve the implementation of the remuneration policy. 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*

NETEASE, INC AGM - 23-06-2021

1.a. *Elect William Lei Ding - Chief Executive*
Chief Executive and major shareholder. The level of independence on the Board is not considered to be sufficient to offset the power of an Executive director who also has connections on the Board. Where there is a controlling shareholder, it would be best practice to have an independent Board and independent Lead Director to offset the power of the controlling shareholder. As the Company does not abide by this practice, opposition is recommended.

Vote Cast: *Oppose*

1.b. *Elect Alice Yu-Fen Cheng - Non-Executive Director*
Non-Executive Director. Not considered independent owing to a tenure of over nine years. There is insufficient independent representation on the Board.

Vote Cast: *Oppose*

1.c. *Elect Denny Ting Bun Lee - Non-Executive Director*
Non-Executive Director. Not considered independent as he has previously served as CFO and Financial Controller of the Company. There is insufficient independent representation on the Board.

Vote Cast: *Oppose*

1.d. *Elect Joseph Tze Kay Tong - Non-Executive Director*
Non-Executive Director. Not considered independent owing to a tenure of over nine years. There is insufficient independent representation on the Board.

Vote Cast: *Oppose*

1.e. *Elect Lun Feng - Non-Executive Director*
Non-Executive Director. Not considered independent owing to a tenure of over nine years. There is insufficient independent representation on the Board.

Vote Cast: *Oppose*

1.f. *Elect Michael Man Kit Leung - Non-Executive Director*
Non-Executive Director. Not considered independent owing to a tenure of over nine years. There is insufficient independent representation on the Board.

Vote Cast: *Oppose*

2. *Appoint the Auditors*
PwC proposed. Non-audit fees represented 9.78% of audit fees during the year under review and 7.41% 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*

3. *Amend Memorandum and Articles of Association*
The Board proposes to amend Memorandum and Articles of Association. The Company has not disclosed details regarding the amendment. When proposing amendments to the Articles, it is expected that Companies disclose a comparative version of the Articles, before and after the amendments. Therefore, opposition is recommended based on lack of disclosure.

Vote Cast: *Oppose*

MEITUAN INC. AGM - 23-06-2021

2. *Elect Wang Huiwen - Executive Director*
Executive Director.
Regardless of local practice or recommendations, or average percentage of diversity on the boards of local listed companies, it is considered that gender diversity should be explicitly taken into account when appointing directors. Namely, it is considered that at least one-third of the board should be reserved for the less represented gender. There is an increasing amount of research that suggests that more diverse companies actually perform better than less diverse companies, and they lead to higher returns. By seemingly not including diversity in the composition of the board, and not having an adequate target to do so, it is considered that the company is not taking into account the materiality of non-financial factors, which could be detrimental for shareholders. Opposition is recommended.

Vote Cast: *Oppose*

3. *Elect Lau Chi Ping Martin - Non-Executive Director*
Non-Executive Director. Not considered independent as the director is considered to be connected with a significant shareholder: Tecent. There is insufficient independent representation on the Board.

Vote Cast: *Oppose*

4. *Elect Neil Nanpeng Shen - Non-Executive Director*
Non-Executive Director. Not considered independent as the director is considered to be connected with a significant shareholder: Sequoia. There is insufficient independent representation on the Board.

Vote Cast: *Oppose*

5. *Authorise the Board to Fix Directors' Remuneration*
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. As abstention is not a valid voting outcomes on this resolution, opposition is recommended.

Vote Cast: *Oppose*

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 for 10% 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 and Allow the Board to Determine their Remuneration*
PwC proposed. Non-audit fees represented 3.88% of audit fees during the year under review and 7.13% 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*

10.a. *Approve Related Party Transaction*
It is proposed for the company to issue shares for a substantial shareholder as a related-party transaction.
The circular contains sufficient details of the transaction. Although the dilution from the share issuance is within guidelines, it would be preferred that the parent company should buy Company shares in the market, instead of relying in an ad hoc issue, for cash, which additionally dilutes the holdings of existing shareholders. On this basis, opposition is recommended.

Vote Cast: *Oppose*

TESCO PLC AGM - 25-06-2021

3. *Approve Remuneration Policy*
Policy Rating: BDB Changes proposed: i) maximum pension contribution for new-hire Executive Directors reduced from 15% to 7.5% and ii) post-cessation shareholding requirement extended to 100% for two years.
Total potential awards under all incentive schemes are considered excessive at 600% of salary. Annual Bonus, maximum opportunity is at 250% of the base salary for the CEO and 225% of the salary for the CFO, 50% of the bonus is deferred to shares for a three-year period. The performance measures are: Group operating profit (50%), sales growth (30%) and strategic objectives (20%). The Performance Shares Plan (PSP), maximum opportunity is at 350% of the base salary, it is noted that for the financial year 2021 the maximum opportunity will be 300% for the CEO and 275% for the CFO. The vesting period is three years which is not sufficient long term, however a two-year holding period apply which is welcomed. Performance measures are EPS (50%) and Free cash flow (50%). There are no non-financial performance measures attached to the PSP and so the focus of remuneration policy is not the operational performance of the business as a whole or the individual roles of each of the executives in achieving that performance. Instead, the focus of the remuneration policy is financial KPIs, which mainly include factors beyond an individual director's control. The policy does not prohibit dividend accrual. 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. Clawback and malus provisions apply in both the Annual Bonus and the PSP.

Vote Cast: *Oppose* Results: For: 93.6, Abstain: 0.0, Oppose/Withhold: 6.3,

18. *Re-appoint Deloitte LLP as Auditors*
Deloitte proposed. Non-audit fees represented 13.21% of audit fees during the year under review and 25.77% 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: 98.7, Abstain: 1.3, Oppose/Withhold: 0.0,

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

Vote Cast: *Oppose* Results: For: 91.0, Abstain: 0.1, Oppose/Withhold: 8.9,

23. *Authorise Share Repurchase*
The authority is limited to just under 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: 98.3, Abstain: 0.3, Oppose/Withhold: 1.4,

26. *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. Vesting period is three years and as such is considered to be short-term, while performance targets have not been fully disclosed in a quantified manner at this time.
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: 93.7, Abstain: 0.0, Oppose/Withhold: 6.3,

CREO MEDICAL GROUP PLC AGM - 30-06-2021

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. However, the Company failed to disclose the proportion of women in Executive Management positions and within the whole organisation. An abstain vote is recommended.

Vote Cast: *Abstain*

2. *Re-elect Charles Spicer - Chair*
Chair. Not considered independent as he is currently the Chair of the Board of IXICO plc where John Bradshaw sits as a Director. He also participates in the Company's share option scheme. 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. In addition, it is noted that the director is a member of the Audit committee which should comprise wholly of independent directors. Based on these concerns, an oppose vote is recommended.

Vote Cast: *Oppose*

4. *Reappoint KPMG LLP as the Auditors*
KPMG proposed. Non-audit fees were not paid during the year under review and represented 87.95% of audit fees 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.

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

Vote Cast: *Oppose*

4 Appendix

The regions are categorised as follows:

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

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

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

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