North East Scotland Pension Fund

PROXY VOTING REVIEW

PERIOD 1st October 2021 to 31st December 2021

Contents

1 Resolution Analysis

- Number of resolutions voted: 215 (note that it MAY include non-voting items).
- Number of resolutions supported by client: 148
- Number of resolutions opposed by client: 56
- Number of resolutions abstained by client: 11
- Number of resolutions Non-voting: 0
- Number of resolutions Withheld by client: 0
- Number of resolutions Not Supported by client: 0

1.1 Number of meetings voted by geographical location

Location	Number of Meetings Voted
UK & BRITISH OVERSEAS	16
EUROPE & GLOBAL EU	2
USA & CANADA	3
ASIA	1
TOTAL	22

1.2 Number of Resolutions by Vote Categories

Vote Categories	Number of Resolutions
For	148
Abstain	11
Oppose	56
Non-Voting	0
Not Supported	0
Withhold	0
US Frequency Vote on Pay	0
Withdrawn	0
TOTAL	215

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	For	Abstain	Oppose	Non-Voting	Not Supported	Withhold	Withdrawn	US Frequency Vote on Pay	Total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	130	11	45	0	0	0	0	0	186
EUROPE & GLOBAL EU	2	0	0	0	0	0	0	0	2
USA & CANADA	13	0	3	0	0	0	0	0	16
ASIA	3	0	8	0	0	0	0	0	11
TOTAL	148	11	56	0	0	0	0	0	215

1.4 Votes Made in the Portfolio Per Resolution Category

	Portfolio						
	For	Abstain	Oppose	Non-Voting	Not Supported	Withheld	Withdrawn
All Employee Schemes	3	0	0	0	0	0	0
Annual Reports	6	6	10	0	0	0	0
Articles of Association	6	0	0	0	0	0	0
Auditors	10	1	10	0	0	0	0
Corporate Actions	1	0	0	0	0	0	0
Corporate Donations	4	0	0	0	0	0	0
Debt & Loans	0	0	0	0	0	0	0
Directors	73	3	20	0	0	0	0
Dividend	10	0	0	0	0	0	0
Executive Pay Schemes	0	0	1	0	0	0	0
Miscellaneous	7	0	0	0	0	0	0
NED Fees	0	0	0	0	0	0	0
Non-Voting	0	0	0	0	0	0	0
Say on Pay	0	0	1	0	0	0	0
Share Capital Restructuring	2	0	1	0	0	0	0
Share Issue/Re-purchase	18	1	13	0	0	0	0
Shareholder Resolution	8	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	For	Abstain	Oppose	Non-Voting	Not Supported	Withheld	Withdrawn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	5	4	1	0	0	0	0
Remuneration Reports	1	2	7	0	0	0	0
Remuneration Policy	0	0	1	0	0	0	0
Dividend	10	0	0	0	0	0	0
Directors	66	3	11	0	0	0	0
Approve Auditors	0	1	9	0	0	0	0
Share Issues	15	1	0	0	0	0	0
Share Repurchases	0	0	9	0	0	0	0
Executive Pay Schemes	0	0	0	0	0	0	0
All-Employee Schemes	3	0	0	0	0	0	0
Political Donations	4	0	0	0	0	0	0
Articles of Association	2	0	0	0	0	0	0
Mergers/Corporate Actions	1	0	0	0	0	0	0
Meeting Notification related	5	0	0	0	0	0	0
All Other Resolutions	18	0	7	0	0	0	0
Shareholder Resolution	0	0	0	0	0	0	0

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

	US/Global US & Canada						
	For	Abstain	Oppose	Non-Voting	Not Supported	Withheld	Withdrawn
All Employee Schemes	0	0	0	0	0	0	0
Annual Reports	0	0	0	0	0	0	0
Articles of Association	2	0	0	0	0	0	0
Auditors	1	0	1	0	0	0	0
Corporate Actions	0	0	0	0	0	0	0
Corporate Donations	0	0	0	0	0	0	0
Debt & Loans	0	0	0	0	0	0	0
Directors	4	0	1	0	0	0	0
Dividend	0	0	0	0	0	0	0
Executive Pay Schemes	0	0	0	0	0	0	0
Miscellaneous	0	0	0	0	0	0	0
NED Fees	0	0	0	0	0	0	0
Non-Voting	0	0	0	0	0	0	0
Say on Pay	0	0	1	0	0	0	0
Share Capital Restructuring	1	0	0	0	0	0	0
Share Issue/Re-purchase	0	0	0	0	0	0	0

1.7 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							
Human Rights	0	1	0	0	0	0	0
Employment Rights	0	1	0	0	0	0	0
Corporate Governance							
Declassify the Board	0	1	0	0	0	0	0

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

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

1.9 Votes Made in the Global Markets Per Resolution Category

	Global Markets						
	For	Abstain	Oppose	Non-Voting	Not Supported	Withheld	Withdrawn
All Employee Schemes	0	0	0	0	0	0	0
Annual Reports	0	0	0	0	0	0	0
Articles of Association	0	0	0	0	0	0	0
Auditors	0	0	0	0	0	0	0
Corporate Actions	0	0	0	0	0	0	0
Corporate Donations	0	0	0	0	0	0	0
Debt & Loans	0	0	0	0	0	0	0
Directors	3	0	8	0	0	0	0
Dividend	0	0	0	0	0	0	0
Executive Pay Schemes	0	0	0	0	0	0	0
Miscellaneous	0	0	0	0	0	0	0
NED Fees	0	0	0	0	0	0	0
Non-Voting	0	0	0	0	0	0	0
Say on Pay	0	0	0	0	0	0	0
Share Capital Restructuring	0	0	0	0	0	0	0
Share Issue/Re-purchase	0	0	0	0	0	0	0
Shareholder Resolution	0	0	0	0	0	0	0

1.10 Geographic Breakdown of Meetings All Supported

SZ

Meetings	All For	AGM	EGM
0	0	0	0

AS

Meetings	All For	AGM	EGM
1	0	0	0

UK

Meetings	All For	AGM	EGM
16	5	0	5

EU

Meetings	All For	AGM	EGM
2	2	0	2

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
3	1	0	1

TOTAL

Meetings	All For	AGM	EGM
22	8	0	8

1.11 List of all meetings voted

Company	Meeting Date	Type	Resolutions	For	Abstain	Oppose
SMART METERING SYSTEMS PLC	01-10-2021	EGM	2	2	0	0
ULTRA ELECTRONICS HOLDINGS PLC	04-10-2021	COURT	1	1	0	0
ULTRA ELECTRONICS HOLDINGS PLC	04-10-2021	EGM	1	1	0	0
TESLA INC	07-10-2021	AGM	10	8	0	2
BHP GROUP PLC	14-10-2021	AGM	23	13	2	8
HARGREAVES LANSDOWN PLC	15-10-2021	AGM	19	16	0	3
CAPRICORN ENERGY PLC	28-10-2021	EGM	1	1	0	0
NCC GROUP PLC	04-11-2021	AGM	19	13	2	4
KE HOLDINGS INC	08-11-2021	EGM	2	2	0	0
FARFETCH LTD	17-11-2021	AGM	2	1	0	1
JAMES HALSTEAD PLC	18-11-2021	AGM	10	6	0	4
RENISHAW PLC	24-11-2021	AGM	14	6	2	6
GENUS PLC	24-11-2021	AGM	20	13	1	6
JD SPORTS FASHION PLC	26-11-2021	EGM	1	1	0	0
ATLASSIAN CORPORATION PLC	02-12-2021	AGM	14	12	1	1
FERGUSON PLC	02-12-2021	AGM	22	16	2	4
PELOTON INTERACTIVE INC	07-12-2021	AGM	4	3	0	1
ROYAL DUTCH SHELL PLC	10-12-2021	EGM	1	1	0	0
ROYAL DUTCH SHELL PLC	10-12-2021	EGM	1	1	0	0
ASSOCIATED BRITISH FOODS PLC	10-12-2021	AGM	19	16	0	3
SOFTCAT PLC	15-12-2021	AGM	18	12	1	5
CONTEMPORARY AMPEREX TECHNOLOGY	30-12-2021	AGM	11	3	0	8

2 Notable Oppose Vote Results With Analysis

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

TESLA INC AGM - 07-10-2021

6. *Shareholder Resolution: Report on Diversity and Inclusion Efforts*
Proponent's argument: Calvert Research and Management request Tesla, Inc. annually publish a report fully assessing the Company's diversity and inclusion efforts, at reasonable expense and excluding proprietary information. At a minimum the report should include: the process the Board follows for assessing effectiveness of its diversity, equity and inclusion programs; the Board's assessment of program effectiveness, as reflected in any goals, metrics, and trends related to its promotion, recruitment, hiring and retention of protected classes of employees; and full EEO-1 report disclosure – a comprehensive breakdown of workforce by race and gender according to 10 employment categories each year, which is already collected and provided to the United States Equal Employment Opportunity Commission. "significant barriers to career advancement exist for diverse employees. Women enter the workforce in almost equal numbers as men (48 percent). However, they only comprise 22 percent of the executive suite. Similarly, people of color comprise 33 percent of entry level positions, but only 13 percent of the c-suite. [...] Tesla has not fully released meaningful information allowing investors to determine the effectiveness of its human capital management programs related to workplace diversity. Shareholders may become concerned that Tesla's disclosures are insufficient as they do not disclose adequate information for investors to gain a solid understanding of the company's recruitment, hiring, retention and promotion practices and progress across various ethnic groups and by gender without more granular data across each of these areas. Investor desire for information on this issue is significant. As of October, 2020, investors representing $1.9 trillion in assets released an Investor Statement on the importance of increased corporate transparency on workplace equity data. It stated"
Company's response: The board recommends a vote against this proposal. "Tesla published in December 2020 our first Diversity, Equity and Inclusion Impact Report, which outlined our diversity, equity and inclusion ("DEI") programs and future roadmap for further actions we are taking to engage with employees, candidates and community members on DEI issues. Data from this Report was then integrated into Tesla's annual Impact Report published in August 2021 and Tesla will continue to publish an integrated Impact Report including DEI information going forward. Moreover, as only the third iteration of the Impact Report, it is our goal to continuously assess and improve the Report from year to year. Tesla and the Board are proud of the strides made so far. For example, as part of our inaugural set of DEI metrics, Tesla disclosed the percentages of our workforce and leadership who are women, come from underrepresented communities, or are veterans, and further provided employment percentages respectively for our employees representing Black/African American, Asian, Hispanic/LatinX and other underrepresented communities. In addition, Tesla disclosed the percentages of new hires and promotions who are women or come from underrepresented communities. At this time, we believe that these are the appropriate metrics to allow our stockholders to monitor the progress of our DEI efforts, and they convey even more than the broad categories of information specifically mentioned by the proponent-racial and ethnic diversity, gender diversity, the hiring of women, and women and people of color in management positions. The proponent has not indicated how the presentation of full EEO-1 data, which further breaks down employee information primarily by categories of job functions, would promote a more diverse workforce or provide investors with a better understanding of Tesla's DEI policies and practices."
PIRC analysis: The requested report will provide shareholders with information on the Company's efforts in relation to workforce diversity. While the Company's response describes the diversity initiatives it is involved in, no goals for diversity and inclusion and no data on the gender make-up of the workforce is provided on the company's website or sustainability report. A report on the gender make-up of the Company's workforce and more detail on the policies and programmes for fostering diversity of employees would enable investors to assess the Company's exposure to reputational and human resource risk surrounding the issue of gender diversity. The request for a report is considered reasonable and a vote for the resolution is recommended.

Vote Cast: *For* Results: For: 54.5, Abstain: 4.2, Oppose/Withhold: 41.3,

7. *Shareholder Resolution: Report on Employee Arbitration*

Proponent's argument: Nia Impact Capital asks the Board of Directors to oversee the preparation of a public report on the impact of the use of mandatory arbitration on Tesla's employees and workplace culture. The report should evaluate the impact of Tesla's current use of arbitration on the prevalence of harassment and discrimination in its workplace and on employees' ability to seek redress. "Mandatory arbitration limits employees' remedies for wrongdoing, reduces employee willingness to report discrimination, and prevents their learning about shared concerns. It may enable further discrimination, reduce workforce effectiveness, and create brand, legal and human capital risks. It masks from investors true workplace conditions. These concerns are particularly relevant to Tesla. Employees who sought court trials but whose cases were held in arbitration have alleged experiencing sexual harassment, discrimination, racism and violent threats. In California, over 140 discrimination complaints have been filed with the Department of Fair Employment and Housing. In New York, at least 12 employees anonymously brought concerns to a Buffalo news station. Ongoing use of employee arbitration creates a long-tail risk for Tesla, particularly as arbitration clauses face a changing regulatory landscape. The Biden Administration stated within its campaign platform its intention to reduce arbitration's use and some states, such as New York, have sought to retroactively release employees from arbitration agreements when discrimination concerns exist."
Company's response: The board recommends a vote against this resolution. "The proponent's one-size-fits-all goal appears to be that every company simply eliminate employee arbitration; but the proponent fails to clearly or adequately explain the benefits to Tesla or our stockholders for doing so. The proponent claims that various governmental bodies may be considering or taking steps to curtail the use of arbitration but does not specify how any such developments would adversely impact Tesla or our stockholders (or argue that Tesla would not comply with applicable legal or regulatory requirements). Similarly, the proponent makes conclusory statements about other, and generally unnamed and unquantified, companies and their arbitration policies without considering or specifying how such other companies may or may not be similarly situated to Tesla. By contrast, the Board believes that each company is unique and should not be governed by sweeping and unsubstantiated generalizations. In the case of Tesla, our mission is to accelerate the world's transition to sustainable energy. Implicit in our mission is a mandate to not only follow the law, but to do the right thing. As we have pledged in our annual Impact Report, Tesla has designed our workplace and policies to provide all employees with a respectful and safe working environment by not tolerating any discrimination, harassment, retaliation or any other mistreatment at work, whether based on a legally protected status or otherwise. Therefore, we reiterate that Tesla, its employees and its stockholders would be better served by continuing to execute on our mission and tangible workplace goals rather than devote attention and resources to reporting on an issue as to which the proponent has inaccurately characterized the fundamental premise and which is a pretext for its narrowly-focused goal."
PIRC analysis: Claims that relate to or report employment issues, including harassment, in the workplace should not be considered routine operational matters. During arbitration, employees or workers are standing against company's representative in evident disparity of means. A bill to end mandatory arbitration of sexual harassment claims bill passed in the U.S. House of Representatives in September 2019, and 56 state and territorial attorneys general voiced support for it. California recently banned the practice of requiring arbitration agreements as a condition of employment and Washington State enacted a law in 2018 invalidating contracts requiring arbitration of sexual harassment or assault claims. Although this bill is currently not enacted, it is considered that this report will be beneficial for both the company and shareholders, allowing investors to identify potential issues for engagement and the company response to issues that can affect the reputation as well as the ability of the company to attract and retain employees. Support is recommended.

Vote Cast: *For* Results: For: 44.8, Abstain: 3.5, Oppose/Withhold: 51.8,

8. *Shareholder Resolution: Assign Responsibility for Strategic Oversight of Human Capital Management to an Independent Board-Level Committee*
Proponent's argument: The Comptroller of the City of New York requests that the Board of Directors assign responsibility for strategic oversight of human capital management to an independent board-level committee. The committee's responsibilities should include: 1. Reviewing, on an ongoing basis, corporate policies and practices on principles, strategy and management of workforce-related matters, including those related to addressing workforce equity and inclusion, and compensation for employees other than executive officers; 2. Oversight of the extent to which Tesla's policies, standards and requirements are applied consistently across its operations, and; 3. Offering guidance on strategic decisions that may have an impact on the workforce. "The CEO's responses to both the pandemic and racial-justice protests underscore the need for broader board oversight of the workforce. Tesla's stated mission is "to accelerate the world's transition to sustainable energy." This shift towards a low-carbon economy is underway, with companies poised to significantly expand their operations and workforce. It is essential that the low-carbon

economy not replicate – or worse, exacerbate – the old economy's inequalities. Empirical studies show that robust human capital management is associated with: improved recruitment and retention, better returns and lower costs, better brand reputation, improved operational performance, and better long-term strategic planning. The need for board oversight responsibility of human capital management reflects its importance to a company's strategy and operations. It is necessary to enable Tesla to optimize performance and uphold its obligations to its growing workforce. To facilitate a just transition toward an environmentally sustainable economy, Tesla will need its board of directors to oversee a credible and robust long-term strategy. Conversely, failure to correctly assign board- level oversight may create reputational and legal risks that can negatively impact performance and long-term value."

Company's response: The board recommends a vote against this proposal. "The Board already has independent committees in place with oversight over the issues identified by the proponent. For example, the Compensation Committee of the Board plays a key role in overseeing human capital management at Tesla. Moreover, the individual members of the Compensation Committee of the Board have a diversity of expertise in human capital management from their professional experience with companies in a range of industries, including those with large and complex workforces. In addition to being tasked with monitoring and liaising with management regarding executive compensation at its standing meetings, the Compensation Committee reviews, considers and provides to management guidance related to workforce management, equity and inclusion, and compensation, recruiting and retention efforts for employees other than executive officers. As part of its broad oversight of Tesla's material risks and compliance burdens, the Audit Committee of the Board also regularly receives updates from and provides feedback to management relating to various workforce issues including environmental, health and safety incident metrics and enterprise risk assessments pertaining to human resources. As such, the responsibilities requested by the proponent for an independent board-level committee are already generally being performed by independent committees of the Board."

PIRC analysis: The company might benefit from not just a director with relevant experience in human capital rather a committee, given strategic oversight of human capital issues, which are becoming an increasingly significant issue for the company. The issue of human capital has gained momentum during the COVID pandemic and has become of high priority to a significant number of shareholders. Given the absence of a sustainability committee and that these issues are currently shared among other board committees not specifically built to take responsibility of human capital issues (such as audit and/or remuneration committee) the board could benefit from a committee with specific oversight of the company's strategic direction and response to these issues of human capital. The current vague responsibility for human capital issues from the existing committees is considered insufficient. On this basis, support vote is recommended.

Vote Cast: *For* Results: For: 31.7, Abstain: 6.2, Oppose/Withhold: 62.1,

9. *Shareholder Resolution: Additional Reporting on Human Rights*

Proponent's argument: Sisters of the Good Shepherd New York Province requested that the Board of Directors commission an independent, third-party report assessing the extent to which Tesla is effectively fulfilling its responsibility to respect human rights and engage in responsible sourcing practices. The report should include analysis of how Tesla's Code of Business Conduct and Ethics, Supplier Code of Conduct, and Human Rights and Conflict Minerals Policy are implemented to address adverse human rights impacts occurring within its direct operations and across the value chain. "Cobalt used in Tesla's lithium-ion batteries can be traced to Glencore-owned mines in the Democratic Republic of Congo (DRC) where child labor is pervasive. Cobalt mining is one of the worst forms of child labor, requiring working with sharp tools in mines at risk of collapse. Tesla is a defendant in a class action lawsuit alleging it is "knowingly benefiting from and aiding and abetting the cruel and brutal use of young children in the ["DRC"] to mine cobalt." In spite of its long term partnership with Glencore to annually source up to 6,000 tons of cobalt, Tesla's motion to dismiss the lawsuit argued that it cannot control the actions of the mining companies in its supply chain. This conflicts with Tesla's own "policies" that it will ensure these conditions do not occur in its supply chain and it will not tolerate the use of slave or child labor. As Tesla seeks to source more nickel for electric vehicle production, its failure to demonstrate responsible sourcing presents risks. Russian Indigenous activists urge Tesla not to source from Norilsk Nickel until it remediates devastating environmental, cultural, and economic harms from a major oil spill that impacted the traditional territory and livelihoods of Indigenous Peoples. The National Labor Relations Board (NLRB) recently upheld a 2019 federal ruling that Tesla violated labor laws by blocking union organizing, and the company was ordered to reinstate a fired worker and remove an anti-union tweet by Elon Musk. Tesla also faces ongoing lawsuits alleging racial harassment and discrimination."

Company's response: The board recommends a vote against this proposal. The board says the company "supplemented our reporting on the implementation of our human rights commitments and values, such as those in our Supplier Code of Conduct, Human Rights Policy and Responsible Materials Policy. First, the Impact Report provides greater insight into our Responsible Sourcing Steering Committee, which is comprised of senior leadership from our supply chain, compliance, environmental health and safety, investor relations, internal audit, legal and policy teams to manage our diverse sourcing issues. These cross-functional stakeholders meet regularly to oversee Tesla's related policies, address any existing issues and plan for emerging areas of concern, prioritizing risks based on factors such as their impact on human rights, their significance to the business, Tesla's ability to drive change and our relationship with the supply base. Second, the latest Impact Report described the ways in which Tesla leverages objective third-party standards, resources and partners to monitor and enforce compliance with our human rights policies and goals and promote market-wide improvements in human rights practices. For example, Tesla utilizes the Organization for Economic Co-operation and Development ("OECD") Due Diligence Guidance for Responsible Sourcing from Conflict Affected and High Risk Areas and the Responsible Mineral Initiative's ("RMI") Cobalt Reporting Template in our supply chain due diligence and data collection program as part of our country of origin inquiry for our entire supply chain. In particular, our Report highlighted our sourcing of cobalt, given its use in current battery cells and global human rights concerns regarding its mining. "

PIRC analysis: The proponent asks for a report on the risks associated with potential and actual human rights risks of its operations and supply chain. Such risks can have significant reputational and financial consequences for a company and it is in the best interests of shareholders to be informed of the Company's exposure to and management of such risks. While the company indicates that it is committed to not using forced labour in its supply chains, it does not disclose the risks to which the company might be exposed regarding additional violations of human rights. Ensuring that suppliers are not violating human rights is considered to be due diligence, in order to uphold company's policies on human rights and minimize corresponding risks. As such, a vote for the resolution is recommended.

Vote Cast: *For* Results: For: 25.1, Abstain: 3.0, Oppose/Withhold: 72.0,

5. *Shareholder Resolution: Declassify the Board of Directors*

Proponent's argument: James McRitchie asks that our Company take all the steps necessary to reorganize the Board of Directors into one class with each director subject to election each year for a one-year term. "Arthur Levitt, former Chairman of the Securities and Exchange Commission said, "In my view it's best for the investor if the entire board is elected once a year. Without annual election of each director shareholders have far less control over who represents them." Almost 90% of S&P 500 and Fortune 500 companies have adopted this important proposal topic since 2012. Annual elections are widely viewed as a corporate governance best practice. Annual election of each director could make directors more accountable, and thereby contribute to improved performance and increased company value.[...] According to one of our largest shareholders, BlackRock: "Directors should be elected annually to discourage entrenchment and allow shareholders sufficient opportunity to exercise their oversight of the board." Vanguard generally votes for proposals to declassify an existing board and votes against management or shareholder proposals to create a classified board.[...]This proposal should also be evaluated in the context of our Company's overall corporate governance as of the date of this submission: Shareholders cannot call special meetings, act by written consent or nominate directors through proxy access. At our 2020 annual meeting, 56% of shares were voted in favor of eliminating supermajority voting requirements."

Company's response: The board recommends a vote against this proposal. "Tesla's mission is to accelerate the world's transition to sustainable energy. This mission continues to require a long-term focus that we believe will ultimately maximize value to our stockholders, and we face the risk of distractions posed by special interests that seek only short-term returns. At the same time, the Board continuously evaluates our corporate governance structure, practices and policies, and also weighs feedback from our stockholders as well as the stockholder proposals we have historically received for our annual meetings of stockholders. For example, at our 2017 annual meeting of stockholders, a stockholder proponent similarly proposed fully declassifying the Board and requiring all directors to stand for election annually, which our stockholders did not approve. As a result of this evaluation, the Board proposed and recommended at the 2019 annual meeting of stockholders that stockholders adopt an amendment to our certificate of incorporation to reduce the term of our directors to two years. However, our stockholders did not approve that proposal.[...] If such a change were adopted, opportunistic short-term interests could quickly and significantly alter the makeup and continuity of the Board, thus severely incapacitating Tesla in its ability to develop, implement, and execute key projects to drive sustained long-term stockholder value. By contrast, we have separately included a proposal (Proposal 2) for our stockholders to directly adopt an amendment to our certificate of incorporation to reduce the terms of our Board members from three years to two years, which the Board believes strikes a suitable balance to the long-term interests of and nearer-term accountability to our stockholders at this time."

PIRC analysis: The practice of electing different classes of director each year, a classified board, is no longer viewed as best practice as it can be used as an anti-takeover device and could serve to entrench and insulate both underperforming directors and managers. Shareholder concerns in relation to director competence as well as other board issues can more appropriately be raised if all directors face election each year. It is considered that declassification of the board will bring the company in line with best practice, especially given the other practices raised by the Proponent that also insulate the board from shareholders.

Vote Cast: *For* Results: For: 53.0, Abstain: 3.0, Oppose/Withhold: 44.0,

1.1. *Elect James Murdoch - Non-Executive Director*
Independent Non-Executive Director.

Vote Cast: *For* Results: For: 69.4, Abstain: 1.1, Oppose/Withhold: 29.5,

1.2. *Elect Kimbal Musk - Non-Executive Director*
Non-Executive Director. Not considered independent as he is the brother of Elon Musk, CEO of the Company. Additionally, he has a tenure of more than nine years as a director of the Company. There is sufficient independent representation on the Board.

Vote Cast: *For* Results: For: 79.8, Abstain: 0.4, Oppose/Withhold: 19.8,

BHP GROUP PLC AGM - 14-10-2021

20. *Approve Company Climate Transition Action Plan*
It is proposed to approve the Company's "Say on Climate" in the form of a Climate Transition Action Plan (CTAP). This plan is stated to set out to address Scope 1 and 2 emissions and the decarbonisation of operations, Scope three emissions and the decarbonisation of the company value chain, aligning with a 1.5C scenario, just transition, climate policy engagement, and climate governance through stakeholder engagement, board and management skills and capability, and strengthening the link between climate and remuneration.
The company has not pledged to review membership of industry associations with adverse positions on climate positions in the CTAP. The company has stated it will act where material differences have been identified, and will disclose if the company determines that a member associations had substantially departed from the company's policies, but does not state it would revoke membership of such organisations.
The company climate strategy has a timeline, for the purpose of measuring progress on emission reductions and the overall energy transition.
While the company's targets are stated to be in line with a plan to limit global warming to 1.5 degrees, BHP's emissions reduction targets are not aligned with the goal of limiting warming to 1.5C, according to the Transition Pathway Initiative's (TPI) assessment for the Climate Action 100+ Net Zero Company Benchmark.
The Company has committed to net zero by 2050 and has extended this commitment to its Scope 1, Scope 2 and Scope 3 emissions. However, the company's strategy appears to depend on selling off high carbon assets, and is " subject to the widespread availability of carbon neutral goods and services to meet our requirements." There appears to be a comparative lack of an actual reduction of carbon emissions.
Given the apparent insufficient ambition regarding industry associations, actual emission reduction, and stringent adherence to the Paris Agreement 1.5C scenario, opposition is recommended.

Vote Cast: *Oppose* Results: For: 81.8, Abstain: 3.6, Oppose/Withhold: 14.6,

21. *Shareholder Resolution: Amend Constitution of BHP Group Limited*

Proponent's argument: The Australasian Centre for Corporate Responsibility (ACCR), proposes to insert a new clause on the Constitution of the Company, stating that "The shareholders in general meeting may be ordinary resolution express an opinion, ask for information, or make a request, about the way in which a power of the company partially or exclusively vested in the directors has been or should be exercised". However, such a resolution must relate to an issue of material relevance to the company or the company's business as identified by the company, and cannot either advocate action which would violate any law or relate to any personal claim or grievance. Such a resolution is advisory only and does not bind the directors or the company.

Company's response: The Board respond is that the proposed resolution is not in the interest of the shareholders since under the Constitution of BHP Group Limited and the Articles of Association of BHP Group Plc, the power to manage BHP's business is vested in Directors. Directors are required by law to act in the best interests of the Company at all times. BHP does not agree that the proposed amendment to the Constitution will extend rights to shareholders of BHP Group Limited which are already enjoyed by shareholders of BHP Group Plc. There are additional requirements and thresholds that apply when shareholders seek to requisition resolutions under UK law that are not included in the proposed amendment, and do not otherwise apply under Australian law. The Board takes in account the shareholders views which are able to ask questions about or make comments on the management of BHP at any time, including at the AGMs. Further, if shareholders disapprove of actions taken by the Directors, shareholders can refuse to re-elect them or remove them from office by ordinary resolution.

PIRC analysis: It is considered the right of shareholders to place ordinary resolutions on the agenda of a shareholder meeting and is also considered in line with the best practice. Support is recommended.

Vote Cast: *For* Results: For: 11.1, Abstain: 6.4, Oppose/Withhold: 82.6,

23. *Shareholder Resolution: Approve Capital Protection*

Proponent's argument: Despite recently-announced divestment plans, BHP currently retains significant coal, oil and gas assets. This resolution provides a timely opportunity for investors to request disclosure of plans to manage those assets in line with shareholders' best interests. Recognising the unacceptable financial risks posed by global warming, investors managing more than USD43 trillion in assets under management have committed to the goal of net-zero greenhouse gas emissions by 2050 or sooner. The rapid transition required to meet this goal presents material risks and opportunities for our company. The International Energy Agency's (IEA) seminal Net-Zero Emissions by 2050 Scenario (NZE2050) – modelled to provide a 50% chance of limiting global warming to 1.5C – highlights these risks, projecting steeply declining fossil fuel demand. The likelihood of these risks materialising is rapidly increasing, with countries representing over 50% of the global economy having committed to net-zero by 2050. BHP claims to support the Paris Agreement and the goal of net-zero emissions globally by 2050. Our company's analysis demonstrates that, despite declines in the value of its fossil fuel assets, a 1.5C warming scenario presents by far the most upside for BHP, compared to 2.5C, 3C and 'Climate Crisis' scenarios. Relative to the 3C-aligned Central Energy View, the rolling present value of BHP's asset portfolio to FY2050: Increases significantly under the 1.5C scenario; Increases slightly under the 2.5C scenario; and Decreases significantly under the Climate Crisis scenario. Despite this, BHP 'uses the [3C] Central Energy View and [2.5C] Lower Carbon View as inputs to our planning cases', thereby aligning planning and strategy decisions with these higher warming scenarios in which our asset portfolio would be significantly less valuable, and the global economy fails to meet the Paris Agreement's climate goals. NZE2050 provides the most detailed analysis yet of the rapid energy transition required to pursue net-zero by 2050 and 1.5C goals. Its conclusions regarding coal, oil and gas are stark: 'Beyond projects already committed as of 2021, there are no new oil and gas fields approved for development in our pathway, and no new coal mines or mine extensions are required.'; 'Unabated coal demand declines by 98% to just less than 1% of total energy use in 2050. Gas demand declines by 55%... and oil declines by 75%.

Company's response: BHP has made a long-term commitment to disclosure of climate-related risks and opportunities. We started reporting on our environmental performance in 1997 and since then have continually updated and expanded our climate disclosure. We have participated in the Carbon Disclosure Project (CDP) since its inception and have been recognised as a global leader, for example by achieving a top ranking in the 'Carbon and climate' category in the Institutional Shareholder Services' ESG Governance QualityScore (GQS). Our Vice President of Sustainability and Climate Change, Dr Fiona Wild, has been a member of the Task Force on Climaterelated Financial Disclosures (TCFD) since its inception, and we were one of the first companies to align our financial disclosures with its recommendations in 2017. The resolution also seeks further details on our approach to portfolio and capital alignment. Further details of our approach are contained in section 4 of

the Climate Transition Action Plan. Shareholders are being given the opportunity to consider the Climate Transition Action Plan at Item 20 and the Board considers that the Plan and Item 20 address the primary concerns raised by the shareholders requisitioning this resolution. Our strategic planning (on issues such as portfolio composition and capital allocation) is based on our assessment of possible future pathways. For example, in our 2020 Climate Change Report we updated our portfolio analysis to include a 1.5C scenario to better identify signposts for climaterelated risks and opportunities, and understand how our scenario's trajectory towards a 1.5C world might impact our strategy and portfolio resilience. That analysis determined that a Parisaligned, 1.5C scenario would lead to significant value-generation for shareholders in BHP (and more significant value-generation than the other, less aggressive decarbonising scenarios that we tested). The company has also stated that it has announced plans to divest its assets in Thermal Coal and Oil & Gas.
PIRC analysis: While it is noted that the company will be divesting its high carbon assets, it is considered that this is not sufficient in order to contribute to the decarbonisation of the wider economy. It is considered that by selling off high carbon assets instead of managing them down, the company may suffer reputational damage, in addition to the potential continued environmental damage caused by these sold off assets. For these reasons, it is recommended to support the resolution.

Vote Cast: *For* Results: For: 13.8, Abstain: 2.6, Oppose/Withhold: 83.6,

NCC GROUP PLC AGM - 04-11-2021

3. *Approve Remuneration Policy*
Policy Rating: BDC Changes proposed: i) Alignment of Executive Directors' pensions with the wider workforce from 1 December 2021, ii) Annual Bonus maximum opportunity will increase to 125% of the salary for the CEO and the CFO from the FY 2022/23, iii) Long Term Incentive Plan increase of the maximum opportunity for the CEO and the CFO to 175% of the salary and 150% of the salary respectively and iv) Postemployment shareholding policy will require 200% of base salary to be held in the first year postemployment, falling to 100% for the second year.
Some of the changes in the proposed remuneration policy are welcomed, however maximum variable pay for the CEO could reach 275% of the salary for the FY2021/22 and 300% of the salary for the FY 2022 and onwards. 35% of any bonus payment is deferred into shares for a two year period, this is not considered sufficient it would be preferable 50% of the Bonus to be paid in cash and 50% to defer to shares for at least three years. On the Long-term Incentive plan (LTIP), 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. Performance period is three years which is not considered sufficiently long-term, however, a two year holding period applies which is welcomed. The performance metrics are not operating interdependently, such that vesting under the incentive plan is only possible where all threshold targets are met. There is no evidence thatdividends may not accrue on vesting awards from the date of grant. 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: *Oppose* Results: For: 86.3, Abstain: 1.3, Oppose/Withhold: 12.4,

8. *Re-elect Chris Stone - Chair (Non Executive)*
Chair. Independent upon appointment. In addition, Mr. Stone is 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 by 2024, which is considered acceptable.

Vote Cast: *For* Results: For: 76.8, Abstain: 5.1, Oppose/Withhold: 18.1,

19. *Approve Political Donations*
The proposed authority is subject to an overall aggregate limit on political donations and expenditure of GBP 25,000. 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. Within recommended limits.

Vote Cast: *For* Results: For: 83.7, Abstain: 0.0, Oppose/Withhold: 16.3,

RENISHAW PLC AGM - 24-11-2021

4. *Re-Elect Sir David McMurtry - 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: 75.7, Abstain: 2.1, Oppose/Withhold: 22.2,

5. *Re-Elect John Deer - Vice Chair (Non Executive)*
Non-Executive Vice Chair. Not considered independent as Mr Deer is a former executive of the company. In addition, Mr Deer with his wife Mrs M. E Deer controls 16.59% of the issued share capital of the Company by virtue of a long-standing voting agreement between John Deer (and his wife) and Sir David McMurtry. There is insufficient independent representation on the Board.

Vote Cast: *Oppose* Results: For: 73.8, Abstain: 2.1, Oppose/Withhold: 24.0,

GENUS PLC AGM - 24-11-2021

15. *Issue Shares with Pre-emption Rights*
The authority is limited to 33% of the Company's issued share capital and expires at the next AGM. Within acceptable limits. However, it is noted that at the 2020 Annual General Meeting the company received significant opposition on the resolution with 12.49% opposing votes. The company does not disclose information as to how it addresses the issue with its shareholders. Therefore, abstention is recommended.

Vote Cast: *Abstain* Results: For: 84.6, Abstain: 1.2, Oppose/Withhold: 14.2,

FERGUSON PLC AGM - 02-12-2021

6. *Elect Ms. Suzanne Wood - Non-Executive Director*
Independent Non-Executive Director.

Vote Cast: *For* Results: For: 74.6, Abstain: 11.3, Oppose/Withhold: 14.0,

ASSOCIATED BRITISH FOODS PLC AGM - 10-12-2021

2. *Approve the Remuneration Report*
Disclosure: All elements of the Single Total Remuneration Table are adequately disclosed. The CEO salary is in line with workforce. The CEO salary is in the upper quartile of the competitors group, which raises concerns for potential excessiveness.
Balance: The changes in CEO pay over the last five years are not considered in line with Company's TSR performance over the same period. Variable pay for the year under review is not considered excessive since it amounts approximately at 176.1% of the salary (Annual Bonus: 106.6%, LTIP: 69.5%). The ratio of CEO pay compared to average employee pay is considered inappropriate at 130:1.
Rating: AD

Vote Cast: *Oppose* Results: For: 88.4, Abstain: 0.2, Oppose/Withhold: 11.3,

3 Oppose/Abstain Votes With Analysis

TESLA INC AGM - 07-10-2021

4. *Appoint the Auditors*
PwC proposed. Non-audit fees represented 12.02% of audit fees during the year under review and 8.21% on a three-year aggregate basis. This level of non-audit fees does not raise serious concerns about the independence of the statutory auditor. The current auditor has been in place for more than ten years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor.

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

2. *Set the Term of the Board*
It is proposed to reduce the term of elected directors to two years. The practice of electing different classes of director each year, a classified board, is no longer viewed as best practice as it can be used as an anti-takeover device and could serve to entrench and insulate both underperforming directors and managers. Shareholder concerns in relation to director competence as well as other board issues can more appropriately be raised if all directors face election each year. It is considered that declassification of the board will bring the company in line with best practice. Therefore, despite the proposed reduction of director's term limits, an oppose vote is recommended based on the current governance concerns.

Vote Cast: *Oppose* Results: For: 99.5, Abstain: 0.1, Oppose/Withhold: 0.5,

BHP GROUP PLC AGM - 14-10-2021

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,

2. *Appoint the Auditors*
EY proposed. Non-audit fees represented 15.58% of audit fees during the year under review and 8.30% 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: 99.5, Abstain: 0.2, Oppose/Withhold: 0.3,

6. *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: 96.3, Abstain: 1.4, Oppose/Withhold: 2.3,

7. *Approve the Remuneration Report for UK Law Purposes*
Disclosure: All elements of the Single Total Remuneration Table are adequately disclosed. Performance conditions and past targets for the annual bonus are disclosed. Share incentive awards are disclosed along with face value of awards.
Balance: The CEO's salary is in the upper quartile of the Company's comparator group, which is not considered to be best practice. The total variable pay for the year under review is considered excessive, amounting to 743% of salary for the CEO (Annual Bonus 276% and LTIP 467%). The CEO pay in the last five years are not considered in line with changes in TSR during the same period. The ratio of CEO pay compared to average employee pay is not considered acceptable at 50:1, it is recommended that the ratio does not exceed 20:1.
Rating: AE

Vote Cast: *Oppose* Results: For: 97.1, Abstain: 0.4, Oppose/Withhold: 2.4,

8. *Approve Remuneration Report for Australian Law Purposes*
Disclosure: All elements of the Single Total Remuneration Table are adequately disclosed. Performance conditions and past targets for the annual bonus are disclosed. Share incentive awards are disclosed along with face value of awards.
Balance: The CEO's salary is in the upper quartile of the Company's comparator group, which is not considered to be best practice. The total variable pay for the year under review is considered excessive, amounting to 743% of salary for the CEO (Annual Bonus 276% and LTIP 467%). The CEO pay in the last five years are not considered in line with changes in TSR during the same period. The ratio of CEO pay compared to average employee pay is not considered acceptable at 50:1, it is recommended that the ratio does not exceed 20:1.
Rating: AE

Vote Cast: *Oppose* Results: For: 96.6, Abstain: 0.4, Oppose/Withhold: 2.9,

9. *Approve Grant of Awards under the Group's Incentive Plans to Mike Henry*
The Boards is seeking shareholder approval for the grant of 205,791 performance shares (49,304 CDP two-year awards, 49,304 CDP five-year awards,107,183 LTIP share awards) to the Chief Executive And Managing Director, under the company's Long-term Incentive Plan. The proposed grant has an approximate value of USD 8,092,000, which would correspond to more than 200% of the fixed salary, together with other components of the variable remuneration, which is considered to be excessive.
LTIP based schemes are inherently flawed. LTIPs are not considered an effective means of incentivising performance. These schemes are not considered to be properly long term and are subject to manipulation due to their discretionary nature.

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

10. *Elect Terry Bowen - Non-Executive Director*
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.

Vote Cast: *Oppose* Results: For: 97.2, Abstain: 0.3, Oppose/Withhold: 2.5,

16. *Elect Ken Mackenzie - Chair*
Independent Non-Executive Chair. The company has stated that the sustainability committee assists the Board in overseeing the Group's climate change performance and governance responsibilities, and the Risk and Audit Committee assists the Board with the oversight of climate-related risk management, although the Board retains overall accountability for BHP's risk profile. As such, opposition is recommended on this director due to their position as chair of the board and in view of the concerns over the Say-on-climate proposed by the company. As such, given the concerns over the Company's sustainability policies and practice, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 94.6, Abstain: 0.5, Oppose/Withhold: 4.9,

17. *Elect John Mogford - 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: 97.6, Abstain: 1.8, Oppose/Withhold: 0.6,

20. *Approve Company Climate Transition Action Plan*
It is proposed to approve the Company's "Say on Climate" in the form of a Climate Transition Action Plan (CTAP). This plan is stated to set out to address Scope 1 and 2 emissions and the decarbonisation of operations, Scope three emissions and the decarbonisation of the company value chain, aligning with a 1.5C scenario, just transition, climate policy engagement, and climate governance through stakeholder engagement, board and management skills and capability, and strengthening the link between climate and remuneration.
The company has not pledged to review membership of industry associations with adverse positions on climate positions in the CTAP. The company has stated it

will act where material differences have been identified, and will disclose if the company determines that a member associations had substantially departed from the company's policies, but does not state it would revoke membership of such organisations.
The company climate strategy has a timeline, for the purpose of measuring progress on emission reductions and the overall energy transition.
While the company's targets are stated to be in line with a plan to limit global warming to 1.5 degrees, BHP's emissions reduction targets are not aligned with the goal of limiting warming to 1.5C, according to the Transition Pathway Initiative's (TPI) assessment for the Climate Action 100+ Net Zero Company Benchmark.
The Company has committed to net zero by 2050 and has extended this commitment to its Scope 1, Scope 2 and Scope 3 emissions. However, the company's strategy appears to depend on selling off high carbon assets, and is " subject to the widespread availability of carbon neutral goods and services to meet our requirements." There appears to be a comparative lack of an actual reduction of carbon emissions.
Given the apparent insufficient ambition regarding industry associations, actual emission reduction, and stringent adherence to the Paris Agreement 1.5C scenario, opposition is recommended.

Vote Cast: *Oppose* Results: For: 81.8, Abstain: 3.6, Oppose/Withhold: 14.6,

HARGREAVES LANSDOWN PLC AGM - 15-10-2021

3. *Approve the Remuneration Report*
Disclosure: All elements of the Single Total Remuneration Table are adequately disclosed. The CEO salary is in the upper quartile of a PIRC's comparator group which raises concerns over the excessiveness of his pay. The increase in CEO salary is in line with the entire workforce.
Balance: The Changes in CEO pay in the last five years are not considered in line with changes in TSR during the same period. The CEO's variable pay is considered excessive standing at 302% of salary which is inclusive of only the annual performance bonus. The ratio of CEO pay compared to average employee pay is considered excessive at 51:1. A ratio of 20:1 would be considered acceptable.
Rating: AE

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

4. *Re-appoint PricewaterhouseCoopers LLP as auditor*
PwC proposed. No non-audit fees were paid to the auditors in the past three years. This approach is commended. The current auditor has been in place for more than 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: 98.9, Abstain: 0.0, Oppose/Withhold: 1.1,

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

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

NCC GROUP PLC AGM - 04-11-2021

2. *Approve the Remuneration Report*
Disclosure: All elements of the Single Total Remuneration Table are adequately disclosed. CEO wage increase by 1% where the UK workforce has an increase of 3.1% which is in line with the Company. The CEO salary is in the median of the Competitors group.
Balance: The CEO total pay is not considered in line with changes in TSR during the same period. CEO pay changes by 82% in the last five years when TSR changes in the same period are 12.41%. Total variable pay for the CEO was at 140.4% of the salary (Annual Bonus: 92% & LTIP: 48.4%) which is not considered excessive. The ratio of CEO pay compared to average employee pay is considered appropriate at 11:1.
Rating: AC

Vote Cast: *Abstain* Results: For: 97.0, Abstain: 2.2, Oppose/Withhold: 0.7,

3. *Approve Remuneration Policy*
Policy Rating: BDC Changes proposed: i) Alignment of Executive Directors' pensions with the wider workforce from 1 December 2021, ii) Annual Bonus maximum opportunity will increase to 125% of the salary for the CEO and the CFO from the FY 2022/23, iii) Long Term Incentive Plan increase of the maximum opportunity for the CEO and the CFO to 175% of the salary and 150% of the salary respectively and iv) Postemployment shareholding policy will require 200% of base salary to be held in the first year postemployment, falling to 100% for the second year.
Some of the changes in the proposed remuneration policy are welcomed, however maximum variable pay for the CEO could reach 275% of the salary for the FY2021/22 and 300% of the salary for the FY 2022 and onwards. 35% of any bonus payment is deferred into shares for a two year period, this is not considered sufficient it would be preferable 50% of the Bonus to be paid in cash and 50% to defer to shares for at least three years. On the Long-term Incentive plan (LTIP), 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. Performance period is three years which is not considered sufficiently long-term, however, a two year holding period applies which is welcomed. The performance metrics are not operating interdependently, such that vesting under the incentive plan is only possible where all threshold targets are met. There is no evidence thatdividends may not accrue on vesting awards from the date of grant. 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: *Oppose* Results: For: 86.3, Abstain: 1.3, Oppose/Withhold: 12.4,

5. *Re-appoint KPMG LLP as Auditors*
KPMG proposed. Non-audit fees represented 9.37% of audit fees during the year under review and 8.91% on a three-year aggregate basis. This level of non-audit fees does not raise serious concerns about the independence of the statutory auditor. The current auditor has been in place for more than 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: 97.9, Abstain: 0.0, Oppose/Withhold: 2.1,

13. *Re-elect Tim Kowalski - Executive Director*
Executive Director and Company Secretary. Acceptable service contract provisions. The Company Secretary is an officer of the Company with all of the responsibilities that attach to that status. The holder of the post is often seen as the guardian of governance and an independent adviser to the Board. For this reason, it is considered a conflict of interest for a person to serve the company secretarial function and serve another position on the Board. An abstain vote is recommended.

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

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

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

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

Vote Cast: *Oppose* Results: For: 97.9, Abstain: 0.0, Oppose/Withhold: 2.1,

FARFETCH LTD AGM - 17-11-2021

1. *Approve Authority to Increase Authorised Share Capital*
Authority is sought to increase the authorised share capital of the Company to USD 40,000,000 divided into 1,000,000,000 shares with a nominal or par value of USD

0.04 each. 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*

JAMES HALSTEAD PLC AGM - 18-11-2021

1. *Receive the Annual Report*

Disclosure is adequate and the annual report was made available sufficiently before the meeting. The financial statements have been audited and unqualified. However, the disclosure on directors' biographical information in the annual report is not considered adequate. Furthermore, there are serious corporate governance concerns regarding the management structure at the Company and as there are no independent directors on the Board. Although not required to do so under AIM listing regulations, it is considered the best practice for the Remuneration report to be submitted to a shareholder vote. The Company has not done so. Based on these reasons, an oppose vote is recommended.

Vote Cast: *Oppose*

3. *Re-Elect Anthony Wild - Chair (Non Executive)*

Non-Executive Chair of the Board. Not considered independent as he has been on the Board for more than nine years and holds a substantial interest in the company. There is insufficient independent representation on the Board.

Vote Cast: *Oppose*

5. *Appoint the Auditors and Allow the Board to Determine their Remuneration*

BDO LLP proposed. Non-audit fees represented 6.00% of audit fees during the year under review and 8.02% 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. *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*

RENISHAW PLC AGM - 24-11-2021

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: 97.5, Abstain: 0.8, Oppose/Withhold: 1.8,

2. *Approve the Remuneration Report*
All elements of the Single Total Remuneration Table are adequately disclosed. The CEO pay is in line with the workforce. The CEO salary is on the median quartile of the competitors group. The balance of CEO realized pay with financial performance is not considered acceptable as the change in CEO total pay over the last five years is not aligned to the change in TSR over the same period. The variable pay is 149,82% of base salary. The CEO pay ratio compared to average employee pay is not considered appropriate at 34:1.
Rating: AC

Vote Cast: *Abstain* Results: For: 96.4, Abstain: 0.7, Oppose/Withhold: 2.8,

4. *Re-Elect Sir David McMurtry - 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: 75.7, Abstain: 2.1, Oppose/Withhold: 22.2,

5. *Re-Elect John Deer - Vice Chair (Non Executive)*
Non-Executive Vice Chair. Not considered independent as Mr Deer is a former executive of the company. In addition, Mr Deer with his wife Mrs M. E Deer controls 16.59% of the issued share capital of the Company by virtue of a long-standing voting agreement between John Deer (and his wife) and Sir David McMurtry. There is insufficient independent representation on the Board.

Vote Cast: *Oppose* Results: For: 73.8, Abstain: 2.1, Oppose/Withhold: 24.0,

8. *Re-Elect Carol Chesney - 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: 95.9, Abstain: 0.0, Oppose/Withhold: 4.1,

10. *Re-Elect Sir David Grant - Senior Independent Director*
Senior Independent Director. Not considered independent owing to a tenure of over nine years. It is considered that a Senior Independent Director should be

independent, in order to fulfil the responsibilities assigned to that role. Therefore, an oppose vote is recommended.

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

12. *Reappoint Ernst & Young LLP as Auditors 12*
EY proposed. Non-audit fees were not paid during the year under review and represented 0.19% of audit fees on a three-year aggregate basis. This level of non-audit fees does not raise serious concerns about the independence of the statutory auditor. The current auditor has been in place for more than five years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor.
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: 0.7,

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

GENUS PLC AGM - 24-11-2021

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. However, the CEO salary is on the upper quartile of the competitor 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 for the year under review was at 369.1% of the salary (Annual Bonus: 166.3% & PSP: 202.8%) and is

considered excessive. The ratio of CEO pay compared to average employee pay is not acceptable at 32:1. PIRC consider an acceptable rate no more than 20:1
Rating: AE

Vote Cast: *Oppose* Results: For: 96.6, Abstain: 0.3, Oppose/Withhold: 3.1,

8. *Re-elect Stephen Wilson - 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: 97.8, Abstain: 0.0, Oppose/Withhold: 2.2,

12. *Re-elect Lesley Knox - Senior Independent Director*
Senior Independent Director. Considered independent. Ms. Knox is also 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. Opposition is recommended.

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

13. *Re-appoint Deloitte LLP as Auditors*
Deloitte proposed. There was no payment for Non-audit fees during the year under review and Non-Audit fees represents 7.41% 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. Opposition is recommended.

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

15. *Issue Shares with Pre-emption Rights*
The authority is limited to 33% of the Company's issued share capital and expires at the next AGM. Within acceptable limits. However, it is noted that at the 2020 Annual General Meeting the company received significant opposition on the resolution with 12.49% opposing votes. The company does not disclose information as to how it addresses the issue with its shareholders. Therefore, abstention is recommended.

Vote Cast: *Abstain* Results: For: 84.6, Abstain: 1.2, Oppose/Withhold: 14.2,

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: 97.1, Abstain: 0.1, Oppose/Withhold: 2.8,

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: 0.1, Oppose/Withhold: 1.5,

FERGUSON PLC AGM - 02-12-2021

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

2. *Approve the Remuneration Report*
Disclosure: All elements of the Single Total Remuneration Table are adequately disclosed. CEO salary is not in line with the workforce since the CEO salary increase by 5.2% and the US workforce increase by 4.9%. The CEO's salary is in the upper quartile of peer comparator group which raises concerns for excessiveness.
Balance: The changes in CEO total pay over the last five years are considered in line with Company's TSR performance over the same period. The CEO's total variable pay was excessive at 558.2% of salary (Annual Bonus: 150% and LTIP: 408.2%). The ratio of CEO pay compared to average employee pay is considered inappropriate at 28:1.
Rating: AD

Vote Cast: *Oppose* Results: For: 93.7, Abstain: 0.3, Oppose/Withhold: 5.9,

8. *Re-elect Mr. Geoff Drabble - Chair (Non Executive)*
Non-Executive Chair of the Board. 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. In addition, Mr. Drabble 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. Overall opposition is recommended.

Vote Cast: *Oppose* Results: For: 85.9, Abstain: 10.6, Oppose/Withhold: 3.5,

15. *Re-appoint Deloitte LLP as the Company's auditors*
Deloitte proposed. No Non-audit fees were paid for the year under review and Non-Audit fees represents 14.29% of Audit fees on a three-year aggregate basis. This

level of non-audit fees does not raise serious concerns about the independence of the statutory auditor. The current auditor has been in place for more than five years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor. Abstention is recommended.

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

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

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: 0.8,

ATLASSIAN CORPORATION PLC AGM - 02-12-2021

3. *Appoint Ernst & Young LLP as Auditors*
EY proposed. Non-audit fees represented 7.88% of audit fees during the year under review and 8.26% 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*

11. *Elect Enrique Salem - 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*

PELOTON INTERACTIVE INC AGM - 07-12-2021

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

Vote Cast: *Oppose*

ASSOCIATED BRITISH FOODS PLC AGM - 10-12-2021

2. *Approve the Remuneration Report*
Disclosure: All elements of the Single Total Remuneration Table are adequately disclosed. The CEO salary is in line with workforce. The CEO salary is in the upper quartile of the competitors group, which raises concerns for potential excessiveness.
Balance: The changes in CEO pay over the last five years are not considered in line with Company's TSR performance over the same period. Variable pay for the year under review is not considered excessive since it amounts approximately at 176.1% of the salary (Annual Bonus: 106.6%, LTIP: 69.5%). The ratio of CEO pay compared to average employee pay is considered inappropriate at 130:1.
Rating: AD

Vote Cast: *Oppose* Results: For: 88.4, Abstain: 0.2, Oppose/Withhold: 11.3,

13. *Re-appoint Ernst & Young LLP as Auditors*
EY proposed. Non-audit fees represented 3.57% of audit fees during the year under review and 4.12% on a three-year aggregate basis. This level of non-audit fees does not raise serious concerns about the independence of the statutory auditor. 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: 99.8, Abstain: 0.0, Oppose/Withhold: 0.2,

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

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

SOFTCAT PLC AGM - 15-12-2021

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

2. *Approve the Remuneration Report*
Disclosure: All elements of the Single Total Remuneration Table are adequately disclosed. The CEO salary increase for the year under review was 3% and is in line with the workforce which have a salary increase of 5%. 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 in line with the Company's TSR performance over the same period. Total variable pay during the year under review was 436% of the salary (Annual Bonus: 150% and LTIP: 286%) of salary which is excessive and is higher than the recommended limit of 200% of salary. The ratio of CFO pay compared to average employee pay is considered appropriate at 18:1.
Rating: AD

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

6. *Re-elect Martin Hellawell - 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. Furthermore, as the company do not have a Sustainability Committee, the Chair of the Board is considered accountable for the Company's Sustainability programme. 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: 92.0, Abstain: 0.3, Oppose/Withhold: 7.7,

11. *Re-appoint Ernst & Young LLP as Auditors*
EY proposed. Non-audit fees represented 7.92% of audit fees during the year under review and 8.23% 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: 99.5, Abstain: 0.0, Oppose/Withhold: 0.5,

16. *Issue Shares for Cash for the Purpose of Financing an Acquisition or Other Capital Investment*
The Board is seeking approval to issue up to an additional 5% of the Company's issued share capital for cash for use only in connection with an acquisition or a specified capital investment. Such 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*
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: 99.7, Abstain: 0.1, Oppose/Withhold: 0.2,

CONTEMPORARY AMPEREX TECHNOLOGY AGM - 30-12-2021

1.01. *Elect Yu Qun Zeng*
The biographical information disclosed on this candidate is considered to be insufficient. Regardless of the level of independence on the Board, this is considered a serious lack of information. Opposition is recommended.

Vote Cast: *Oppose*

1.02. *Elect Ping Li*
The biographical information disclosed on this candidate is considered to be insufficient. Regardless of the level of independence on the Board, this is considered a serious lack of information. Opposition is recommended.

Vote Cast: *Oppose*

1.03. *Elect Huang Shilin*
The biographical information disclosed on this candidate is considered to be insufficient. Regardless of the level of independence on the Board, this is considered a serious lack of information. Opposition is recommended.

Vote Cast: *Oppose*

1.04. *Elect Jian Pan*
The biographical information disclosed on this candidate is considered to be insufficient. Regardless of the level of independence on the Board, this is considered a serious lack of information. Opposition is recommended.

Vote Cast: *Oppose*

1.05. *Elect Jia Zhou*
The biographical information disclosed on this candidate is considered to be insufficient. Regardless of the level of independence on the Board, this is considered a serious lack of information. Opposition is recommended.

Vote Cast: *Oppose*

1.06. *Elect Wu Kai*
The biographical information disclosed on this candidate is considered to be insufficient. Regardless of the level of independence on the Board, this is considered a serious lack of information. Opposition is recommended.

Vote Cast: *Oppose*

3.01. *Elect Ying Ming Wu as Corporate Auditor*
The supervisor candidate is not considered independent. There is insufficient independent representation on the supervisory board (less than 33%). Opposition is recommended.

Vote Cast: *Oppose*

3.02. *Elect Chun Yan Feng as Corporate Auditor*
The supervisor candidate is not considered independent. There is insufficient independent representation on the supervisory board (less than 33%). Opposition is recommended.

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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