

Vote Rationale Disclosure Report

COMPANY NAME	COUNTRY	MEETING DATE	PROPOSAL	MANAGEMENT RECOMMENDATION/ VOTE CAST	RATIONALE
Beach Energy Limited	Australia	11/25/2020	Approve the Amendments to the Company's Constitution	Against/Against	<p>Our goal when voting on shareholder proposals to portfolio companies is to support those proposals that protect or enhance shareholder value through improved board accountability, improved policies and procedures, or improved disclosure. When evaluating shareholder proposals, we will consider the portfolio company's current handling of the issue (both on an absolute basis and relative to market practices), the company's compliance with regulatory requirements, the potential cost to the company of implementing the proposal, and whether the issue is better addressed through legal or regulatory action.</p> <p>We voted against this proposal as we believe that decisions regarding the mechanisms by which shareholders may submit proposals to portfolio companies are better addressed through regulation.</p>
Beach Energy Limited	Australia	11/25/2020	Approve Capital Protection	Against/Against	<p>We evaluate shareholder proposals on environmental or social issues consistent with our general approach to shareholder proposals, paying particular attention to the portfolio company's current handling of the issue, current disclosures, the financial materiality of the issue, market practices, and regulatory requirements. We may vote for proposals requesting disclosure of specific environmental and social data, such as information about board oversight, risk management policies and procedures, or performance against a specific metric, if we believe that the portfolio company's current disclosure is inadequate to allow shareholders to effectively assess the portfolio company's handling of a material issue.</p> <p>In its annual report, this portfolio company recognized climate change as a material risk. After reviewing publicly available materials, we believed the company was appropriately overseeing and disclosing information about this risk. According to the company's sustainability report, oversight of climate change risk resides with the risk, corporate governance and sustainability committee of the company's board. Per the sustainability report, the company has conducted four IEA scenario analyses, including the 2°C and Beyond 2°C scenarios, and plans to do additional analysis in the future. In its sustainability report, the company reports on its efforts in line with the Task Force on Climate-related Financial Disclosures.</p>

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BHP Group Limited	Australia	10/14/2020	Amend Constitution of BHP Group Limited	Against/Against	We voted against this proposal as we believe that decisions regarding the mechanisms by which shareholders may submit proposals to portfolio companies are better addressed through regulation.
BHP Group Limited	Australia	10/14/2020	Adopt Interim Cultural Heritage Protection Measures	Against/Against	In its climate change report, this portfolio company recognized the impact that its operations could have on the land and communities where it operates. After engaging with the company and reviewing the company's policies and procedures related to land use agreements, we believed that the company was exercising appropriate oversight over the impact of its operations on cultural heritage sites. According to the company's climate change report, the sustainability committee of the company's board has oversight of health, safety, environmental and community (HSEC) matters, assists the board with governance and monitoring, and oversees the adequacy of the systems to identify and manage HSEC-related risks as well as overall HSEC and human rights performance.
BHP Group Limited	Australia	10/14/2020	Approve Suspension of Memberships of Industry Associations where COVID-19 Related Advocacy is Inconsistent with Paris Agreement Goals	Against/Against	<p>We believe that portfolio companies should disclose board oversight of lobbying activities and the steps a company board takes to ensure that lobbying activities are consistent with the company's strategy, stated policies, and public positions.</p> <p>We engaged with this portfolio company and shared our view on this matter. Industry association membership is listed as one of the key matters considered by the company's board during FY2020 in the company's annual report. The company had recently published its global climate policy standards and made public the company's expectations for climate advocacy by industry associations of which it is a member. The company had also committed to publicly and immediately identifying examples where advocacy by its industry associations is in conflict with its standards on climate-related advocacy. Therefore, we refrained from supporting the proposal. However, we continue to monitor for disclosure of board oversight.</p>
NextDC Ltd.	Australia	11/13/2020	Approve Remuneration Report	For/Against	<p>We support reasonable remuneration for executives that is clearly linked to the portfolio company's performance. Remuneration should serve as a means to align the interests of executives with those of shareholders. To the extent that remuneration is excessive, it represents a transfer to management of shareholder wealth. Therefore, we review proposals seeking approval of a portfolio company's remuneration plan closely, taking into account the quantum of pay, company performance, and the structure of the plan.</p> <p>We voted against this plan as we believed this portfolio company failed to provide adequate disclosure of performance against short-term incentive awards and disclosure of the use of discretion in adjusting bonuses upward.</p>
NextDC Ltd.	Australia	11/13/2020	Elect Stuart Davis as Director	For/Against	This portfolio company conducted a share placement in April 2020. During the allocation process, the company issued stock to new investors at the expense of existing shareholders. We were concerned with the actions taken by the company, which led to the dilution of existing shareholders' economic and voting interests. We believed these actions failed to protect or enhance shareholder value. We engaged with the company to share our concerns and voted against the incumbent board member up for election at the 2020 annual general meeting.

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NextDC Ltd.	Australia	11/13/2020	Approve the Grant of Performance Rights to Craig Scroggie	For/Against	This portfolio company conducted a share placement in April 2020. During the allocation process, the company issued stock to new investors at the expense of existing shareholders. We were concerned with the actions taken by the portfolio company, which led to the dilution of existing shareholders' economic and voting interests. We believed these actions failed to protect or enhance shareholder value. We engaged with the portfolio company to share our concerns and voted against the award of performance rights to the CEO given his role in the allocation process for the April 2020 share placement.
Santos Limited	Australia	4/3/2020	Approve the Amendments to the Company's Constitution	Against/Against	We voted against this proposal as we believe that decisions regarding the mechanisms by which shareholders may submit proposals to portfolio companies are better addressed through regulation.
Santos Limited	Australia	4/3/2020	Approve Paris Goals and Targets	Against/Against	In its annual report, this portfolio company recognized climate change as a material risk. After engaging with the company and reviewing publicly available materials, we believed the company was appropriately overseeing and disclosing information about this risk. According to its climate change report, the company has a dedicated environment, health, safety, and sustainability committee that oversees risks from climate change and maintains a climate change policy. In light of the above, we did not support this proposal.
Santos Limited	Australia	4/3/2020	Approve Climate Related Lobbying	Against/Against	<p>We believe that portfolio companies should disclose board oversight of lobbying activities and the steps the board takes to ensure that lobbying activities are consistent with the company's strategy, stated policies, and public positions.</p> <p>We engaged with this portfolio company and shared our view on this matter. However, in light of the economic environment at the time of the vote and the related challenges facing the company, we believed that completing and publishing a report by the October 31 deadline in this proposal was not realistic. Therefore, we refrained from supporting the proposal. However, we expect this disclosure to be made available prior to the next AGM.</p>
Sigma Healthcare Limited	Australia	5/13/2020	Approve Remuneration Report	For/Against	<p>We support reasonable remuneration for executives that is clearly linked to the portfolio company's performance. Remuneration should serve as a means to align the interests of executives with those of shareholders. To the extent that remuneration is excessive, it represents a transfer to management of shareholder wealth. Therefore, we review proposals seeking approval of a portfolio company's remuneration plan closely, taking into account the quantum of pay, company performance, and the structure of the plan.</p> <p>We voted against this proposal due to concerns with this portfolio company's decision to grant one-off awards to the CEO, despite the company's poor performance, as well as concerns with the structure of the remuneration plan.</p>

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iA Financial Corporation Inc.	Canada	5/7/2020	SP 1: Analyze Climate Risk and Report the Results of its Analysis	Against/Against	We believe that a portfolio company should disclose its process for identifying and prioritizing material risks and should disclose information about those risks deemed material. We generally defer to company management and the board in determining what is material to a portfolio company's business, within reason. After engaging with this portfolio company and reviewing publicly available materials, we believed the company's rationale for classifying climate change as an emerging risk, rather than a currently material risk, seemed reasonable given the makeup of its business. Given that the risk was not yet considered material by the company, we did not believe a separate report was necessary.
iA Financial Corporation Inc.	Canada	5/7/2020	SP 2: Adopt Measured Environmental Impact Reduction Objectives with Clearly Identified Targets in its Sustainable Development Policy	Against/Against	This portfolio company did not yet view climate change as a material risk but had been monitoring the issue as an emerging risk. The company discloses information on both board and management level oversight. During our engagement, the company stated that its governance and ethics committee receives regular progress updates on the company's sustainability program and the company's chief risk officer makes an annual risk assessment presentation to the full board which includes both material and emerging risks. In addition, the company had announced that it intended to become carbon neutral as of 2020 and would publish an externally-evaluated GHG emissions report. In light of the above, we did not believe the adoption of additional targets was necessary.
iA Financial Corporation Inc.	Canada	5/7/2020	SP 3: Use the Services of Advisory Experts in Sustainable Development to Adequately Guide the Sustainable Development Committee	Against/Against	We believe the decision of if, and when, to use outside consultants is generally a decision for the board and management of a portfolio company. We noted this portfolio company had exercised discretion in this area before. For example, the company had disclosed its current and past use of outside consultants and third-party service providers in developing its sustainable development program.
Laurentian Bank of Canada	Canada	4/7/2020	SP 1: Approve Disclosure of Equity Ratio	Against/Against	<p>We believe remuneration plans should be designed to attract, retain and appropriately motivate and serve as a means to align the interests of executives with those of shareholders.</p> <p>We were not convinced that the disclosure of the compensation ratio would provide shareholders with any meaningful insight into the success of his portfolio company aligning executive pay with company performance and the interests of shareholders.</p>

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Laurentian Bank of Canada	Canada	4/7/2020	SP 3: Set a Diversity Target of More Than 40% of the Board Members for the Next Five Years	Against/Against	<p>We expect the members of a portfolio company's board to act in the interests of company shareholders. Each portfolio company's board should implement policies and adopt practices that align the interests of the board and management with those of shareholders. Since a board's main responsibility is to oversee management and to manage and mitigate risk, it is important that board members have the experience and skills to carry out that responsibility. An effective board refreshment process for a portfolio company can include the alignment of directors' skills with business needs, assessment of individual director performance and feedback, and a search process for new directors that appropriately incorporates qualification criteria.</p> <p>We learned that this portfolio company conducted an annual review of the board to identify potential gaps in backgrounds, skillsets, and experiences. This process had resulted in a board with 50% female representation among independent directors.</p> <p>Absent concerns about the rigor of the board refreshment and assessment process and the resulting level of board diversity, we did not support this proposal.</p>
Laurentian Bank of Canada	Canada	4/7/2020	SP 4: Create a New Technology Committee	Against/Against	<p>This portfolio company recognized data security and technology as material risks in its annual report. The company disclosed board level oversight of technology risks, including the process by which risks are identified and assessed, and the company did not have a history of material failures in handling this issue. Therefore, we did not support the creation of a standalone committee.</p>
Laurentian Bank of Canada	Canada	4/7/2020	SP 5: Launch a Tendering Process Every Five Years for Auditing Services	Against/Against	<p>In the absence of concerns with the composition of this portfolio company's audit committee (which, at the time of this proposal, was fully independent), problematic audit practices, or audit-related controversies, we did not support this proposal.</p>
Restaurant Brands International Inc.	Canada	6/10/2020	Approve KPMG LLP as Auditors and Authorize Board to Fix Their Remuneration	For/Withhold	<p>We will typically support the ratification of auditors unless there are concerns with the auditor's independence, the accuracy of the auditor's report, the level of non-audit fees, or if lack of disclosure makes it difficult for us to assess these factors.</p> <p>We voted against this proposal due to concerns with the level of non-audit fees paid to the auditor.</p>
Restaurant Brands International Inc.	Canada	6/10/2020	Report on Minimum Requirements and Standards Related to Workforce Practices	Against/For	<p>In its annual report, this portfolio company recognized that it may face reputational harm and legal ramifications stemming from the actions of the company's franchisees. We understood the company's audit committee was responsible for general risk oversight, including compliance with legal and regulatory requirements. However, reputational harm can occur for reasons outside of legal and regulatory breaches; therefore, we believe a more holistic approach to board oversight is needed. We also believe it is appropriate for portfolio companies to disclose company standards related to labor practices, the policies and procedures the company has in place to monitor labor conditions at franchisee operations, and the metrics used measure whether franchisees are meeting company standards.</p> <p>Finally, we were concerned by the company's not responding to the same proposal last year, which received the support of the majority of independent shareholders. In light of the above, we supported this proposal.</p>

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Restaurant Brands International Inc.	Canada	6/10/2020	Report on Comprehensive Policy on Plastic Pollution and Sustainable Packaging	Against/Against	This portfolio company recognized environmental matters and sustainability as material risks in its annual report. The company also disclosed information about its initiatives to reduce waste and committed to regularly communicating progress on these efforts to shareholders. In light of the above, we did not support this proposal.
Anheuser-Busch InBev SA/NV	Belgium	3/6/2020	Reelect Alexandre Van Damme as Director	For/Against	We believe that independent boards and key committees help align the interests of a portfolio company's board and management with those of shareholders and avoid conflicts of interest. We voted against this director due to concerns with the overall level of board independence.
Anheuser-Busch InBev SA/NV	Belgium	4/6/2020	Reelect Gregoire de Spoelberch as Director	For/Against	We believe that independent boards and key committees help align the interests of a portfolio company's board and management with those of shareholders and avoid conflicts of interest. We voted against this director due to concerns with the overall level of board independence.
Anheuser-Busch InBev SA/NV	Belgium	5/6/2020	Reelect Paul Cornet de Ways Ruart as Director	For/Against	We believe that independent boards and key committees help align the interests of a portfolio company's board and management with those of shareholders and avoid conflicts of interest. We voted against this director due to concerns with the overall level of board independence.
Anheuser-Busch InBev SA/NV	Belgium	6/6/2020	Reelect Paulo Lemann as Director	For/Against	We believe that independent boards and key committees help align the interests of a portfolio company's board and management with those of shareholders and avoid conflicts of interest. We voted against this director due to concerns with the overall level of board independence.
Anheuser-Busch InBev SA/NV	Belgium	7/6/2020	Reelect Maria Asuncion Aramburuzabala as Director	For/Against	We believe that independent boards and key committees help align the interests of a portfolio company's board and management with those of shareholders and avoid conflicts of interest. We voted against this director due to concerns with the overall level of board independence.
Anheuser-Busch InBev SA/NV	Belgium	8/6/2020	Elect Roberto Thompson Motta as Director	For/Against	We believe that independent boards and key committees help align the interests of a portfolio company's board and management with those of shareholders and avoid conflicts of interest. We voted against this director due to concerns with the overall level of board independence.

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Anheuser-Busch InBev SA/NV	Belgium	9/6/2020	Reelect Martin J. Barrington as Director	For/Against	<p>We believe that independent boards and key committees help align the interests of a portfolio company's board and management with those of shareholders and avoid conflicts of interest.</p> <p>We voted against this director due to concerns with the overall level of board independence.</p>
Anheuser-Busch InBev SA/NV	Belgium	10/6/2020	Reelect William F. Gifford, Jr. as Director	For/Against	<p>We believe that independent boards and key committees help align the interests of a portfolio company's board and management with those of shareholders and avoid conflicts of interest.</p> <p>We voted against this director due to concerns with the overall level of board independence.</p>
Anheuser-Busch InBev SA/NV	Belgium	11/6/2020	Reelect Alejandro Santo Domingo Davila as Director	For/Against	<p>We believe that independent boards and key committees help align the interests of a portfolio company's board and management with those of shareholders and avoid conflicts of interest.</p> <p>We voted against this director due to concerns with the overall level of board independence.</p>
Anheuser-Busch InBev SA/NV	Belgium	3/6/2020	Approve Remuneration Report	For/Against	<p>We support reasonable remuneration for executives that is clearly linked to the portfolio company's performance. Remuneration should serve as a means to align the interests of executives with those of shareholders. To the extent that remuneration is excessive, it represents a transfer to management of shareholder wealth. Therefore, we review proposals seeking approval of a portfolio company's remuneration plan closely, taking into account the quantum of pay, company performance, and the structure of the plan.</p> <p>We voted against this proposal due to concerns with the lack of transparency surrounding the short and long-term performance plans as well as the overall quantum of pay.</p>
DEUTZ AG	Germany	6/25/2020	Approve Remuneration Policy	For/Against	<p>We support reasonable remuneration for executives that is clearly linked to the portfolio company's performance. Remuneration should serve as a means to align the interests of executives with those of shareholders. To the extent that remuneration is excessive, it represents a transfer to management of shareholder wealth.</p> <p>Therefore, we review proposals seeking approval of a portfolio company's remuneration policy closely, taking into account the quantum of pay, company performance, and the structure of the plan.</p> <p>We voted against this proposal due to concerns with the lack of disclosure surrounding the plan overall as well as the significant discretion allowed under the short-term incentive plan.</p>

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Sasol Ltd.	South Africa	11/20/2020	Re-elect Stephen Westwell as Director	For/Against	<p>In its annual report, this portfolio company recognized that risks associated with the company's ability to develop and implement an appropriate climate change mitigation response are material.</p> <p>We engaged with the company to discuss the decision by the board not to place climate-related shareholder resolutions on the ballot at the 2020 annual meeting. We understood this was the third-consecutive year that the company did not place climate-related shareholder proposals on the ballot. We voted against this director, who was the most senior director up for election and served on a board committee with significant oversight of climate change matters, due to the board's decision not to put forward the shareholder proposals at the 2020 annual meeting.</p>
Sasol Ltd.	South Africa	11/20/2020	Approve Implementation Report of the Remuneration Policy	For/Against	<p>We support reasonable remuneration for executives that is clearly linked to the portfolio company's performance. Remuneration should serve as a means to align the interests of executives with those of shareholders. To the extent that remuneration is excessive, it represents a transfer to management of shareholder wealth.</p> <p>Therefore, we review proposals seeking approval of a portfolio company's remuneration policy closely, taking into account the quantum of pay, company performance, and the structure of the plan.</p> <p>We voted against this proposal due to our concerns with the size of the severance payments made to this company's former co-CEOs.</p>
LVMH Moet Hennessy Louis Vuitton SE	France	6/30/2020	Approve Auditors' Special Report on Related-Party Transactions	For/Against	<p>We believe related-party transactions should be minimized. When such transactions are determined to be fair to the portfolio company and its shareholders in accordance with the company's policies and governing law, they should be thoroughly disclosed in public filings.</p> <p>We voted against this proposal due to lack of disclosure for the rationale for the proposed transaction.</p>
LVMH Moet Hennessy Louis Vuitton SE	France	6/30/2020	Reelect Delphine Arnault as Director	For/Against	<p>We believe that independent boards and key committees help align the interests of a portfolio company's board and management with those of shareholders and avoid conflicts of interest.</p> <p>We voted against this director due to concerns with the overall level of board independence.</p>
LVMH Moet Hennessy Louis Vuitton SE	France	6/30/2020	Reelect Antonio Belloni as Director	For/Against	<p>We believe that independent boards and key committees help align the interests of a portfolio company's board and management with those of shareholders and avoid conflicts of interest.</p> <p>We voted against this director due to concerns with the overall level of board independence.</p>

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LVMH Moet Hennessy Louis Vuitton SE	France	6/30/2020	Reelect Diego Della Valle as Director	For/Against	<p>We believe that independent boards and key committees help align the interests of a portfolio company's board and management with those of shareholders and avoid conflicts of interest.</p> <p>We voted against this director due to concerns with the overall level of board independence.</p>
LVMH Moet Hennessy Louis Vuitton SE	France	6/30/2020	Appoint Lord Powell of Bayswater as Censor	For/Against	<p>While recognizing that the nominee's skills and experiences make them suitable for a board advisory position, this portfolio company already had two other individuals serving in advisory positions. We did not believe the company provided adequate justification for the appointment of a third board advisor, particularly as this advisor was proposed to serve a three-year term.</p>
LVMH Moet Hennessy Louis Vuitton SE	France	6/30/2020	Approve Compensation Report of Corporate Officers	For/Against	<p>We support reasonable remuneration for executives that is clearly linked to the portfolio company's performance. Remuneration should serve as a means to align the interests of executives with those of shareholders. To the extent that remuneration is excessive, it represents a transfer to management of shareholder wealth.</p> <p>Therefore, we review proposals seeking approval of a portfolio company's remuneration plan closely, taking into account the quantum of pay, company performance, and the structure of the plan.</p> <p>We voted against this proposal due to this portfolio company's failure to respond to significant shareholder dissent on the remuneration proposals submitted at the company's 2019 annual general meeting.</p>
LVMH Moet Hennessy Louis Vuitton SE	France	6/30/2020	Approve Compensation of Bernard Arnault, Chairman and CEO	For/Against	<p>We support reasonable remuneration for executives that is clearly linked to the portfolio company's performance. Remuneration should serve as a means to align the interests of executives with those of shareholders. To the extent that remuneration is excessive, it represents a transfer to management of shareholder wealth.</p> <p>Therefore, we review proposals seeking approval of a portfolio company's remuneration plan closely, taking into account the quantum of pay, company performance, and the structure of the plan.</p> <p>We voted against this proposal due to the lack of disclosure surrounding achievement against performance targets under the short- and long-term performance plans and concerns about the rigor of the long-term performance plan's performance criteria.</p>
LVMH Moet Hennessy Louis Vuitton SE	France	6/30/2020	Approve Compensation of Antonio Belloni, Vice-CEO	For/Against	<p>We support reasonable remuneration for executives that is clearly linked to the portfolio company's performance. Remuneration should serve as a means to align the interests of executives with those of shareholders. To the extent that remuneration is excessive, it represents a transfer to management of shareholder wealth.</p> <p>Therefore, we review proposals seeking approval of a portfolio company's remuneration plan closely, taking into account the quantum of pay, company performance, and the structure of the plan.</p> <p>We voted against this proposal due to the lack of disclosure surrounding achievement against performance targets under the short- and long-term performance plans and concerns about the rigor of the long-term performance plan's performance criteria.</p>

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LVMH Moet Hennessy Louis Vuitton SE	France	6/30/2020	Approve Remuneration Policy of Chairman and CEO	For/Against	<p>We support reasonable remuneration for executives that is clearly linked to the portfolio company's performance. Remuneration should serve as a means to align the interests of executives with those of shareholders. To the extent that remuneration is excessive, it represents a transfer to management of shareholder wealth.</p> <p>Therefore, we review proposals seeking approval of a portfolio company's remuneration policy closely, taking into account the quantum of pay, company performance, and the structure of the plan.</p> <p>We voted against this proposal due to the concerns with the lack of disclosure surrounding the cap on exceptional remuneration and post- mandate vesting of long-term incentive awards.</p>
LVMH Moet Hennessy Louis Vuitton SE	France	6/30/2020	Approve Remuneration Policy of Vice-CEO	For/Against	<p>We support reasonable remuneration for executives that is clearly linked to the portfolio company's performance. Remuneration should serve as a means to align the interests of executives with those of shareholders. To the extent that remuneration is excessive, it represents a transfer to management of shareholder wealth.</p> <p>Therefore, we review proposals seeking approval of a portfolio company's remuneration policy closely, taking into account the quantum of pay, company performance, and the structure of the plan.</p> <p>We voted against this proposal due to concerns with the rigor of the portfolio company's long-term performance goals as well as the lack of disclosure on the extent to which short and long-term performance goals were met.</p>
LVMH Moet Hennessy Louis Vuitton SE	France	6/30/2020	Authorize up to 1 Percent of Issued Capital for Use in Restricted Stock Plans	For/Against	<p>We support the adoption of equity plans that align the interests of the portfolio company board, management, and company employees with those of shareholders. We will evaluate equity plans on a case-by-case basis, taking into account the potential dilution to shareholders, the portfolio company's historical use of equity, and the particular plan features.</p> <p>We voted against this proposal due to concerns with the plan's performance and vesting periods and performance conditions.</p>
Total SE	France	5/29/2020	Instruct Company to Set and Publish Targets for Greenhouse Gas (GHG) Emissions Aligned with the Goal of the Paris Climate Agreement and Amend Article 19 of Bylaws Accordingly	Against/Against	<p>This portfolio company recognized climate change as a material risk in its annual report. After engaging with the company and reviewing publicly available materials, we believe the company has disclosed sufficient information on its oversight of climate change. The company shared with us that the company has board-level oversight of climate issues through its strategy and corporate social responsibility committee and discloses its Scope 1, 2, and 3 emissions, as well as a carbon intensity measure. Further, the company has recently announced that it intends to achieve net-zero emission on its worldwide operations by 2050 (Scopes 1 and 2), achieve carbon neutrality on its production and energy products used by customers in Europe by 2050 (Scopes 1, 2 and 3), and achieve 60% reduction in the average carbon intensity by 2050. In light of the company's oversight practices and current level of disclosure on this issue, we did not support an amendment to the company's bylaws.</p>

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JBS SA	Brazil	4/28/2020	Elect Adrian Lima da Hora as Fiscal Council Member and Andre Alcantara Ocampos as Alternate	For/Against	Multiple investigations by the Brazilian government into corruption and fraud raised concerns with the strength of governance practices at this portfolio company. We therefore voted against this non-independent fiscal council nominee.
JBS SA	Brazil	4/28/2020	Elect Demetrius Nichele Macei as Fiscal Council Member and Marcos Godoy Brogiato as Alternate	For/Against	Multiple investigations by the Brazilian government into corruption and fraud raised concerns with the strength of governance practices at this portfolio company. We therefore voted against this non-independent fiscal council nominee.
JBS SA	Brazil	4/28/2020	Elect Jose Paulo da Silva Filho as Fiscal Council Member and Sandro Domingues Raffai as Alternate	For/Against	Multiple investigations by the Brazilian government into corruption and fraud raised concerns with the strength of governance practices at this portfolio company. We therefore voted against this non-independent fiscal council nominee.
JBS SA	Brazil	4/28/2020	Approve Remuneration of Company's Management and Fiscal Council	For/Against	<p>We support reasonable remuneration for executives that is clearly linked to the portfolio company's performance. Remuneration should serve as a means to align the interests of executives with those of shareholders. To the extent that remuneration is excessive, it represents a transfer to management of shareholder wealth.</p> <p>Therefore, we review proposals seeking approval of a portfolio company's remuneration plan closely, taking into account the quantum of pay, company performance, and the structure of the plan.</p> <p>We voted against this proposal due to concerns with the lack of disclosure surrounding the extent to which executives' non-equity variable remuneration was tied to performance and to what extent increases in these awards contributed to the increase in the total remuneration cap.</p>
Shinhan Financial Group Co., Ltd.	South Korea	3/26/2020	Elect Cho Yong-byoung as Inside Director	For/Against	<p>We expect board members to act in the interests of shareholders. Portfolio company boards should implement policies and adopt practices that align the interests of the board and management with those of shareholders and avoid conflicts of interest.</p> <p>We voted against this director (who also served as CEO) after engaging with the company to express our concerns with his continued service on the board following a conviction for recruitment malpractice.</p>
Shinhan Financial Group Co., Ltd.	South Korea	3/26/2020	Elect Philippe Avril as Non- Independent Non-Executive Director	For/Against	<p>We expect board members to act in the interests of shareholders. Portfolio company boards should implement policies and adopt practices that align the interests of the board and management with those of shareholders and avoid conflicts of interest.</p> <p>We voted against this director, who served on the corporate governance and CEO recommendation committee, after engaging with this portfolio company to express our concerns with the committee's failure to remove the CEO from the board following his conviction for recruitment malpractice.</p>

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Shinhan Financial Group Co., Ltd.	South Korea	3/26/2020	Elect Park Cheul as Outside Director	For/Against	<p>We expect board members to act in the interests of shareholders. Portfolio company boards should implement policies and adopt practices that align the interests of the board and management with those of shareholders and avoid conflicts of interest.</p> <p>We voted against this director, who served on the corporate governance and CEO recommendation committee, after engaging with the company to express our concerns with committee's failure to remove the CEO from the board following his conviction for recruitment malpractice.</p>
Shinhan Financial Group Co., Ltd.	South Korea	3/26/2020	Elect as Yuki Hirakawa Outside Director	For/Against	<p>We expect board members to act in the interests of shareholders. Portfolio company boards should implement policies and adopt practices that align the interests of the board and management with those of shareholders and avoid conflicts of interest.</p> <p>We voted against this director, who served on the corporate governance and CEO recommendation committee, after engaging with the company to express our concerns with committee's failure to remove the CEO from the board following his conviction for recruitment malpractice.</p>
Television Broadcasts Limited	Hong Kong	5/27/2020	Accept Financial Statements and Statutory Reports	For/Against	<p>We will generally vote in favor of the approval of financial statements unless concerns have been raised about the underlying accuracy of the data or processes used in preparing the statements.</p> <p>We voted against this proposal following a qualified opinion by this portfolio company's auditor due to lack of sufficient audit evidence.</p>
Television Broadcasts Limited	Hong Kong	5/27/2020	Approve Issuance of Equity or Equity- Linked Securities without Preemptive Rights	For/Against	<p>We will vote case-by-case on proposals related to portfolio company share issuances, taking into account the purpose for which the shares will be used, the risk to shareholders of not approving the request, and the dilution to existing shareholders.</p> <p>We voted against this proposal due to the lack of disclosure of the discount limit associated with the issuance.</p>
Television Broadcasts Limited	Hong Kong	5/27/2020	Authorize Reissuance of Repurchased Shares	For/Against	<p>We will vote case-by-case on proposals related to portfolio company share issuances, taking into account the purpose for which the shares will be used, the risk to shareholders of not approving the request, and the dilution to existing shareholders.</p> <p>We voted against this proposal due to the lack of disclosure of the discount limit associated with the reissuance.</p>

COMPANY NAME	COUNTRY	MEETING DATE	PROPOSAL	MANAGEMENT RECOMMENDATION/ VOTE CAST	RATIONALE
Vale SA	Brazil	4/30/2020	Elect Directors	For/Against	<p>We believe that independent boards and key committees help align the interests of a portfolio company's board and management with those of shareholders and avoid conflicts of interest. We expect the members of a portfolio company's board to act in the interests of shareholders. Since a board's main responsibility is to oversee management and to manage and mitigate risk, it is important that board members have the experience and skills to carry out that responsibility.</p> <p>We engaged with this portfolio company on the importance of board oversight of environmental, social and governance issues in the wake of the Brumadinho dam disaster. Although we were encouraged by the company's commitment to refreshing its board to improve the mix of skills and experiences, we did not believe the two new directors (who were previously employed by the company) contributed to the level of independent oversight needed to appropriately manage risk.</p>
Vale SA	Brazil	4/30/2020	Approve Remuneration of Company's Management and Fiscal Council	For/Against	<p>We support reasonable remuneration for executives that is clearly linked to the portfolio company's performance. Remuneration should serve as a means to align the interests of executives with those of shareholders. To the extent that remuneration is excessive, it represents a transfer to management of shareholder wealth.</p> <p>Therefore, we review proposals seeking approval of a portfolio company's remuneration plan closely, taking into account the quantum of pay, company performance, and the structure of the plan.</p> <p>We voted against this proposal due to concerns with the decision to increase the total remuneration cap. The increase appeared tied to the decision to pay out remuneration from 2019 which had been suspended in light of the Brumadinho dam disaster, despite ongoing regulatory investigations and legal cases.</p>
Toshiba Machine Co., Ltd.	Japan	3/27/2020	Approve Takeover Defense Plan (Poison Pill) in Response to Public Tender Offer from Office Support	For/Against	<p>We voted against this proposal after engaging with this portfolio company to share our view that the market for corporate control, which can result in acquisitions that are accretive to shareholders, should be able to function without undue restrictions. Takeover defenses such as poison pills can lead to entrenchment and reduced accountability at the board level.</p>
Toshiba Machine Co., Ltd.	Japan	3/27/2020	Trigger Takeover Defense Plan	For/Against	<p>We voted against this proposal after engaging with this portfolio company to share our view that the market for corporate control, which can result in acquisitions that are accretive to shareholders, should be able to function without undue restrictions. Takeover defenses such as poison pills can lead to entrenchment and reduced accountability at the board level.</p>
Arakawa Chemical Industries Ltd.	Japan	6/23/2020	Elect Director and Audit Committee Member Murakami, Shigeto	For/Against	<p>We believe that independent boards and key committees help align the interests of a portfolio company's board and management with those of shareholders and avoid conflicts of interest.</p> <p>We voted against the election of this director, due to concerns with their independence.</p>

COMPANY NAME	COUNTRY	MEETING DATE	PROPOSAL	MANAGEMENT RECOMMENDATION/ VOTE CAST	RATIONALE
Arakawa Chemical Industries Ltd.	Japan	6/26/2020	Elect Director and Audit Committee Member Maruta, Naohisa	For/Against	<p>We believe that independent boards and key committees help align the interests of a portfolio company's board and management with those of shareholders and avoid conflicts of interest.</p> <p>We voted against the election of this director due to concerns with their independence.</p>
Kyodo Printing Co., Ltd.	Japan	6/26/2020	Abolish Takeover Defense Plan (Poison pill) Approved at the 2019 AGM	Against/For	<p>We believe the market for corporate control, which can result in acquisitions that are accretive to shareholders, should be able to function without undue restrictions. Takeover defenses such as poison pills can lead to entrenchment and reduced accountability at the board level.</p>
Mizuho Financial Group, Inc.	Japan	6/25/2020	Elect Director Seki, Tetsuo	For/Against	<p>We believe that independent boards and key committees help align the interests of a portfolio company's board and management with those of shareholders and avoid conflicts of interest.</p> <p>We voted against this director due to concerns with the overall level of board independence.</p>
Mizuho Financial Group, Inc.	Japan	6/25/2020	Elect Director Yamamoto, Masami	For/Against	<p>We believe that independent boards and key committees help align the interests of a portfolio company's board and management with those of shareholders and avoid conflicts of interest.</p> <p>We voted against this director due to concerns with the overall level of board independence.</p>
Mizuho Financial Group, Inc.	Japan	6/25/2020	Amend Articles to Disclose Plan Outlining Company's Business Strategy to Align Investments with Goals of Paris Agreement	Against/Against	<p>This portfolio company recognized climate change as an important issue for the business in its integrated report and Task Force on Climate-related Financial Disclosures (TCFD) report. After engaging with the company and reviewing publicly available materials, we believed the company disclosed sufficient information on how it oversees this issue. The company's integrated report and TCFD report provide details on the scenario analysis the company conducted to assess the impact of a transition to a low-carbon economy on the company's loan portfolio. The company stated during our engagement that it planned to conduct an assessment of the physical risks from climate change and disclose the results. The company disclosed information on its approach to climate change in its TCFD report and its environmental policy, which includes environmental targets. The company has also disclosed its exposure to the carbon sector as a percent of the company's total exposure. Therefore, we did not believe that an amendment of the company's articles of association to require additional disclosure was warranted.</p>
Mizuho Financial Group, Inc.	Japan	6/25/2020	Amend Articles to Set Threshold of At Least 1000 Letters if Company Is to Set Letter Limit on Reasons for Shareholder Proposals	Against/For	<p>We believe that it is appropriate for portfolio companies to give shareholders the ability to provide sufficient background and rationale a shareholder proposal. In this case, the company imposed a limit on the characters shareholders can use when presenting proposals but does not apply any similar restriction on the characters in the board's statement in opposition to a shareholder proposal.</p>

COMPANY NAME	COUNTRY	MEETING DATE	PROPOSAL	MANAGEMENT RECOMMENDATION/ VOTE CAST	RATIONALE
TENMA Corporation	Japan	6/26/2020	Elect Director Kaneda, Hiroshi	For/Against	<p>We expect board members to act in the interests of shareholders. Portfolio company boards should implement policies and adopt practices that align the interests of the board and management with those of its shareholders and avoid conflicts of interest.</p> <p>We may vote against individual directors, committee members, or the full board of a portfolio company if there have been material failures of governance, risk oversight, or fiduciary responsibilities.</p> <p>Based on our engagement efforts and our research, we believed that there was evidence of a pattern of governance concerns at this portfolio company. We voted against the three incumbent management nominees and supported several members of the dissident slate of director candidates.</p>
TENMA Corporation	Japan	6/26/2020	Elect Director Sudo, Takashi	For/Against	<p>We expect board members to act in the interests of shareholders. Portfolio company boards should implement policies and adopt practices that align the interests of the board and management with those of its shareholders and avoid conflicts of interest.</p> <p>We may vote against individual directors, committee members, or the full board of a portfolio company if there have been material failures of governance, risk oversight, or fiduciary responsibilities.</p> <p>Based on our engagement efforts and our research, we believed that there was evidence of a pattern of governance concerns at this portfolio company. We voted against the three incumbent management nominees and supported several members of the dissident slate of director candidates.</p>
TENMA Corporation	Japan	6/26/2020	Elect Director Yosano, Akira	For/Against	<p>We expect board members to act in the interests of shareholders. Portfolio company boards should implement policies and adopt practices that align the interests of the board and management with those of its shareholders and avoid conflicts of interest.</p> <p>We may vote against individual directors, committee members, or the full board of a portfolio company if there have been material failures of governance, risk oversight, or fiduciary responsibilities.</p> <p>Based on our engagement efforts and our research, we believed that there was evidence of a pattern of governance concerns at this portfolio company. We voted against the three incumbent management nominees and supported several members of the dissident slate of director candidates.</p>

COMPANY NAME	COUNTRY	MEETING DATE	PROPOSAL	MANAGEMENT RECOMMENDATION/ VOTE CAST	RATIONALE
TENMA Corporation	Japan	6/26/2020	Elect Shareholder Director Nominee Haruyama, Yukio	Against/For	<p>We expect board members to act in the interests of shareholders. Portfolio company boards should implement policies and adopt practices that align the interests of the board and management with those of its shareholders and avoid conflicts of interest.</p> <p>We may vote against individual directors, committee members, or the full board of a portfolio company if there have been material failures of governance, risk oversight, or fiduciary responsibilities.</p> <p>Based on our engagement efforts and our research, we believed that there was evidence of a pattern of governance concerns at this portfolio company. We voted against the three incumbent management nominees and supported several members of the dissident slate of director candidates.</p>
TENMA Corporation	Japan	6/26/2020	Elect Shareholder Director Nominee Tateno, Kazuharu	Against/For	<p>We expect board members to act in the interests of shareholders. Portfolio company boards should implement policies and adopt practices that align the interests of the board and management with those of shareholders and avoid conflicts of interest.</p> <p>We may vote against individual directors, committee members, or the full board of a portfolio company if there have been material failures of governance, risk oversight, or fiduciary responsibilities.</p> <p>Based on our engagement efforts and our research, we believed that there was evidence of a pattern of governance concerns at this portfolio company. We voted against the three incumbent management nominees and supported several members of the dissident slate of director candidates.</p>
TENMA Corporation	Japan	6/26/2020	Elect Shareholder Director Nominee Yanagisawa, Yoshiyuki	Against/For	<p>We expect board members to act in the interests of shareholders. Portfolio company boards should implement policies and adopt practices that align the interests of the board and management with those of shareholders and avoid conflicts of interest.</p> <p>We may vote against individual directors, committee members, or the full board of a portfolio company if there have been material failures of governance, risk oversight, or fiduciary responsibilities.</p> <p>Based on our engagement efforts and our research, we believed that there was evidence of a pattern of governance concerns at this portfolio company. We voted against the three incumbent management nominees and supported several members of the dissident slate of director candidates.</p>

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TENMA Corporation	Japan	6/26/2020	Elect Shareholder Director Nominee Sakai, Ichiro	Against/For	<p>We expect board members to act in the interests of shareholders. Portfolio company boards should implement policies and adopt practices that align the interests of the board and management with those of shareholders and avoid conflicts of interest.</p> <p>We may vote against individual directors, committee members, or the full board of a portfolio company if there have been material failures of governance, risk oversight, or fiduciary responsibilities.</p> <p>Based on our engagement efforts and our research, we believed that there was evidence of a pattern of governance concerns at this portfolio company. We voted against the three incumbent management nominees and supported several members of the dissident slate of director candidates.</p>
TENMA Corporation	Japan	6/26/2020	Elect Shareholder Director Nominee Tsutsuno, Nobunoshin	Against/For	<p>We expect board members to act in the interests of shareholders. Portfolio company boards should implement policies and adopt practices that align the interests of the board and management with those of shareholders and avoid conflicts of interest.</p> <p>We may vote against individual directors, committee members, or the full board of a portfolio company if there have been material failures of governance, risk oversight, or fiduciary responsibilities.</p> <p>Based on our engagement efforts and our research, we believed that there was evidence of a pattern of governance concerns at this portfolio company. We voted against the three incumbent management nominees and supported several members of the dissident slate of director candidates.</p>
TENMA Corporation	Japan	6/26/2020	Elect Shareholder Director Nominee Egawa, Tomohisa	Against/For	<p>We expect board members to act in the interests of shareholders. Portfolio company boards should implement policies and adopt practices that align the interests of the board and management with those of shareholders and avoid conflicts of interest.</p> <p>We may vote against individual directors, committee members, or the full board of a portfolio company if there have been material failures of governance, risk oversight, or fiduciary responsibilities.</p> <p>Based on our engagement efforts and our research, we believed that there was evidence of a pattern of governance concerns at this portfolio company. We voted against the three incumbent management nominees and supported several members of the dissident slate of director candidates.</p>

COMPANY NAME	COUNTRY	MEETING DATE	PROPOSAL	MANAGEMENT RECOMMENDATION/ VOTE CAST	RATIONALE
Inchcape Plc	United Kingdom	5/21/2020	Approve Remuneration Report	For/Against	<p>We support reasonable remuneration for executives that is clearly linked to the portfolio company's performance. Remuneration should serve as a means to align the interests of executives with those of shareholders. To the extent that remuneration is excessive, it represents a transfer to management of shareholder wealth.</p> <p>Therefore, we review proposals seeking approval of a portfolio company's remuneration plan closely, taking into account the quantum of pay, company performance, and the structure of the plan.</p> <p>We voted against this proposal due to concerns with the overall quantum of CFO pay, specifically as it relates to grants made under the long-term incentive plan.</p>
Paragon Banking Group Plc	United Kingdom	2/13/2020	Approve Remuneration Report	For/Against	<p>We support reasonable remuneration for executives that is clearly linked to the portfolio company's performance. Remuneration should serve as a means to align the interests of executives with those of shareholders. To the extent that remuneration is excessive, it represents a transfer to management of shareholder wealth.</p> <p>Therefore, we review proposals seeking approval of a portfolio company's remuneration plan closely, taking into account the quantum of pay, company performance, and the structure of the plan.</p> <p>We voted against this proposal due to concerns with the increase in fixed pay for certain executives as well as the decision to backdate the increases.</p>
Paragon Banking Group Plc	United Kingdom	2/13/2020	Approve Remuneration Policy	For/Against	<p>We support reasonable remuneration for executives that is clearly linked to the portfolio company's performance. Remuneration should serve as a means to align the interests of executives with those of shareholders. To the extent that remuneration is excessive, it represents a transfer to management of shareholder wealth.</p> <p>Therefore, we review proposals seeking approval of a portfolio company's remuneration policy closely, taking into account the quantum of pay, company performance, and the structure of the plan.</p> <p>While we recognized that this portfolio company designed the policy in anticipation of the company's transition to a Level 2 CRD IV bank, we did not feel it was appropriate for increases in fixed pay to be backdated to a time prior to this transition taking place. Therefore, we voted against the proposed policy.</p>
Pendragon Plc	United Kingdom	5/21/2020	Approve Remuneration Report	For/Against	<p>We support reasonable remuneration for executives that is clearly linked to the portfolio company's performance. Remuneration should serve as a means to align the interests of executives with those of shareholders. To the extent that remuneration is excessive, it represents a transfer to management of shareholder wealth.</p> <p>Therefore, we review proposals seeking approval of a portfolio company's remuneration plan closely, taking into account the quantum of pay, company performance, and the structure of the plan.</p> <p>We voted against this proposal due to concerns with certain of this portfolio company's decisions surrounding the severance payment made to the departing CEO.</p>

COMPANY NAME	COUNTRY	MEETING DATE	PROPOSAL	MANAGEMENT RECOMMENDATION/ VOTE CAST	RATIONALE
Pendragon Plc	United Kingdom	5/21/2020	Approve Remuneration Policy	For/Against	<p>We support reasonable remuneration for executives that is clearly linked to the portfolio company's performance. Remuneration should serve as a means to align the interests of executives with those of shareholders. To the extent that remuneration is excessive, it represents a transfer to management of shareholder wealth.</p> <p>Therefore, we review proposals seeking approval of a portfolio company's remuneration policy closely, taking into account the quantum of pay, company performance, and the structure of the plan.</p> <p>We voted against this proposal due to concerns with this portfolio company's long-term incentive plan, particularly as it related to the level of committee discretion and the lack of disclosure surrounding change in control provisions.</p>
Pendragon Plc	United Kingdom	5/21/2020	Approve Long-Term Incentive Plan	For/Against	<p>We support reasonable remuneration for executives that is clearly linked to the portfolio company's performance. Remuneration should serve as a means to align the interests of executives with those of shareholders. To the extent that remuneration is excessive, it represents a transfer to management of shareholder wealth.</p> <p>Therefore, we review proposals seeking approval of a portfolio company's remuneration plan closely, taking into account the quantum of pay, company performance, and the structure of the plan.</p> <p>We voted against this proposal due to concerns with the level of committee discretion and the lack of disclosure surrounding change in control provisions.</p>
Pendragon Plc	United Kingdom	5/21/2020	Re-elect Mike Wright as Director	For/Against	<p>We expect board members to act in the interests of shareholders. Portfolio company boards should implement policies and adopt practices that align the interests of the board and management with those of shareholders and avoid conflicts of interest.</p> <p>We may vote against individual directors, committee members, or the full board of a portfolio company if there are problematic remuneration practices or persistent pay for performance misalignment.</p> <p>We voted against this director, who served as chair of the remuneration committee at the time of the vote, due to concerns with this portfolio company's remuneration practices.</p>
Premier Foods Plc	United Kingdom	7/17/2019	Approve Remuneration Report	For/Against	<p>We support reasonable remuneration for executives that is clearly linked to the portfolio company's performance. Remuneration should serve as a means to align the interests of executives with those of shareholders. To the extent that remuneration is excessive, it represents a transfer to management of shareholder wealth.</p> <p>Therefore, we review proposals seeking approval of a portfolio company's remuneration plan closely, taking into account the quantum of pay, company performance, and the structure of the plan.</p> <p>We voted against this proposal due to concerns with certain of this portfolio company's decisions surrounding the severance payment made to the departing CEO.</p>

COMPANY NAME	COUNTRY	MEETING DATE	PROPOSAL	MANAGEMENT RECOMMENDATION/ VOTE CAST	RATIONALE
Royal Dutch Shell Plc	United Kingdom	5/19/2020	Request Shell to Set and Publish Targets for Greenhouse Gas (GHG) Emissions	Against/Against	This portfolio company recognized climate change as a material risk in its annual report. Given this company announced that it intends to reach net-zero emissions by 2050 and absent concerns with the degree of oversight exercised by the board safety, environment, and sustainability committee, we did not believe support for this proposal was warranted.
Alphabet Inc.	USA	6/3/2020	Elect Director K. Ram Shiram	For/Withhold	<p>We expect board members to act in the interests of shareholders. Portfolio company boards should implement policies and adopt practices that align the interests of the board and management with those of shareholders and avoid conflicts of interest.</p> <p>We may vote against individual directors, committee members, or the full board of a portfolio company if there are problematic remuneration practices or persistent pay for performance misalignment.</p> <p>We determined a withhold vote was warranted on this director, who served on the compensation committee at the time of the vote, due to ongoing concerns with the quantum of long-term equity awards, which were predominately time-based.</p>
Alphabet Inc.	USA	6/3/2020	Elect Director Robin L. Washington	For/Withhold	<p>We expect board members to act in the interests of shareholders. Portfolio company boards should implement policies and adopt practices that align the interests of the board and management with those of shareholders and avoid conflicts of interest.</p> <p>We may vote against individual directors, committee members, or the full board of a portfolio company if there are problematic remuneration practices or persistent pay for performance misalignment.</p> <p>We determined a withhold vote was warranted on this director, who served on the compensation committee at the time of the vote, due to ongoing concerns with the quantum of long-term equity awards, which were predominately time-based.</p>
Alphabet Inc.	USA	6/3/2020	Elect Director L. John Doerr	For/Withhold	<p>We expect board members to act in the interests of shareholders. Portfolio company boards should implement policies and adopt practices that align the interests of the board and management with those of shareholders and avoid conflicts of interest.</p> <p>We may vote against individual directors, committee members, or the full board of a portfolio company if there are problematic remuneration practices or persistent pay for performance misalignment.</p> <p>We determined a withhold vote was warranted on this director, who served as chair of the compensation committee at the time of the vote, due to ongoing concerns with the quantum of long-term equity awards, which were predominately time- based.</p>

COMPANY NAME	COUNTRY	MEETING DATE	PROPOSAL	MANAGEMENT RECOMMENDATION/ VOTE CAST	RATIONALE
Alphabet Inc.	USA	6/3/2020	Elect Director Alan R. Mulally	For/Withhold	<p>We expect board members to act in the interests of shareholders. Portfolio company boards should implement policies and adopt practices that align the interests of the board and management with those of shareholders and avoid conflicts of interest.</p> <p>We determined a withhold vote was warranted on this director due to concerns with the level of attendance at board and committee meetings.</p>
Alphabet Inc.	USA	6/3/2020	Advisory Vote to Ratify Named Executive Officers' Compensation	For/Against	<p>We support reasonable remuneration for executives that is clearly linked to the portfolio company's performance. Remuneration should serve as a means to align the interests of executives with those of shareholders. To the extent that remuneration is excessive, it represents a transfer to management of shareholder wealth.</p> <p>Therefore, we review proposals seeking approval of a portfolio company's remuneration plan closely, taking into account the quantum of pay, company performance, and the structure of the plan.</p> <p>We voted against this proposal due to concerns with quantum of equity awards granted, the predominately time-based nature of grants, and lack of sufficiently rigorous criteria for the portion of the grants that is tied to performance.</p>
Alphabet Inc.	USA	6/3/2020	Report on Arbitration of Employment- Related Claims	Against/Against	<p>This portfolio company recognized human capital management as a material risk in its annual report. However, given the company's decision to eliminate the use of mandatory arbitration for employees and temporary staff, contract workers, and vendors, we did not believe a report on this issue was needed at the time.</p>
Alphabet Inc.	USA	6/3/2020	Establish Human Rights Risk Oversight Committee	Against/For	<p>This portfolio company recognized reputational risks related to its products and services as a material risk in its annual report. Therefore, we believe it is important for the board to have clear oversight of issues that may lead to reputational harm, including human rights considerations. After engaging with the company and reviewing publicly available materials, we believed that the company's board oversight structure at the time was potentially not sufficient to oversee this risk.</p> <p>The company stated that the audit committee oversees the company's accounting and financial reporting processes; however, other than a reference to data privacy, human rights were not explicitly mentioned in the audit committee's responsibility section of the board oversight section of the proxy. Furthermore, even if the audit committee was responsible for oversight of human rights risks, we were not convinced that the skills and experiences that generally lead directors to be appointed to audit committees necessarily equip them to deal with human rights issues. We believed that support for this proposal could encourage the company to reexamine its current board composition and oversight structure.</p>

COMPANY NAME	COUNTRY	MEETING DATE	PROPOSAL	MANAGEMENT RECOMMENDATION/ VOTE CAST	RATIONALE
Alphabet Inc.	USA	6/3/2020	Report on Takedown Requests	Against/Against	This portfolio company recognized reputational risks related to its products and services as a material risk in its annual report. We believe that it is the responsibility of the board to implement processes, procedures, and oversight mechanisms to assess and mitigate risks related to doing business in a given market. After engaging with this portfolio company and reviewing publicly available materials, we believed the company was exercising sufficient oversight of this issue. The company stated that the audit committee oversees reputational risk, including those related to privacy. The company publishes a transparency report and a community guidelines enforcement report, both of which provide statistics related to government requests to remove content. In light of the above, we did not believe additional reporting on this topic was necessary.
Alphabet Inc.	USA	6/3/2020	Report on Gender/ Racial Pay Gap	Against/Against	This portfolio company recognized human capital management as a material risk in its annual report. We believe that addressing pay inequity in the workforce is an important part of human capital management; however, we were not convinced that the disclosure of a global median gender/racial pay gap statistic would provide shareholders with any meaningful insight into the success of the company in managing pay inequity. After engaging with this portfolio company and reviewing publicly available materials, we believed the company was already disclosing adequate information. The company discloses a number of workforce statistics in its diversity report, along with details on efforts to address pay inequity. The company also provides details on its efforts and initiatives to improve diversity and inclusion.
Alphabet Inc.	USA	6/3/2020	Require Independent Director Nominee with Human and/or Civil Rights Experience	Against/Against	This portfolio company recognized reputational risks related to its products and services as a material risk in its annual report. Therefore, we believe it is important for the board to have clear oversight of issues that may lead to reputational harm, including human rights considerations. After engaging with this portfolio company and reviewing publicly available materials, we believed that the company should enhance its board level oversight of human rights (as evidenced by our support of a proposal on the ballot to establish a human rights committee) and that the company should enhance its disclosure of the skills and experiences of board members related to human rights. However, we believe that the board of directors is best placed to determine the right mix of skills and experiences needed to properly oversee the wide range of risks a portfolio company may face. We were not convinced that mandating the appointment of a director based on a single characteristic would result in meaningfully enhanced oversight. Furthermore, the proposal prescribed an independence standard from an exchange on which the company was not listed.
Alphabet Inc.	USA	6/3/2020	Report on Whistleblower Policies and Practices	Against/Against	This portfolio company recognized human capital management as a material risk in its annual report. We believe whistleblower protections are an important part of fostering board and management accountability. After engaging with the company and reviewing publicly available materials, we believed that the company had appropriate policies and procedures in place. The company's policy on harassment, discrimination, retaliation, standards of conduct, and workplace concerns and code of conduct specifically address whistleblower protection and outline the consequences for individuals who violate these policies. We believe these policies are in line with those of the company's peers. We did not believe a separate evaluation of these policies was needed.

COMPANY NAME	COUNTRY	MEETING DATE	PROPOSAL	MANAGEMENT RECOMMENDATION/ VOTE CAST	RATIONALE
Amazon.com, Inc.	USA	5/27/2020	Report on Customers' Use of its Surveillance and Computer Vision Products or Cloud-Based Services	Against/Against	This portfolio company recognized reputational risks related to its products and services as a material risk in its annual report. We believe that it is the responsibility of the board to implement processes, procedures, and oversight mechanisms to assess and mitigate these risks where relevant. After engaging with the company and reviewing publicly available materials, we believed the company was exercising sufficient oversight of this issue. The company discloses board oversight of these risks through the full board, which has overall responsibility for risk oversight, the nominating and corporate governance committee, which has oversight of environmental, sustainability, and corporate social responsibility practices, and the audit committee, which oversees information security and compliance-related matters. Furthermore, the company maintains a web services acceptable use policy which describes prohibited use of services by the company, outlines the mechanisms for reporting violations, and states that the company may investigate violations of the policy, may stop access to users found in violation, and may report violations of law or regulations to law enforcement. We did not believe additional reporting on the company's process was needed.
Amazon.com, Inc.	USA	5/27/2020	Report on Potential Human Rights Impacts of Customers' Use of Rekognition	Against/Against	This portfolio company recognized reputational risks related to its products and services as a material risk in its annual report. We believe that it is the responsibility of the board to implement processes, procedures, and oversight mechanisms to assess and mitigate these risks where relevant. After engaging with the company and reviewing publicly available materials, we believed the company was exercising sufficient oversight of this issue. The company discloses board oversight of these risks through the full board, which has overall responsibility for risk oversight, the nominating and corporate governance committee, which has oversight of environmental, sustainability, and corporate social responsibility practices, and the audit committee, which oversees information security and compliance-related matters. Furthermore, the company maintains a web services acceptable use policy which describes prohibited use of services by the company, outlines the mechanisms for reporting violations, and states that the company may investigate violations of the policy, may stop access to users found in violation, and may report violations of law or regulations to law enforcement. We did not believe additional reporting on the company's process was needed.
Amazon.com, Inc.	USA	5/27/2020	Report on Products Promoting Hate Speech and Sales of Offensive Products	Against/Against	This portfolio company recognized reputational risks related to its products and services as a material risk in its annual report. We believe that it is the responsibility of the board to implement processes, procedures, and oversight mechanisms to assess these risks. After engaging with the company and reviewing publicly available materials, we believed the company was exercising sufficient oversight of this issue. The company discloses board oversight of these risks through the full board, which has overall responsibility for risk oversight, and the nominating and corporate governance committee, which has oversight of environmental, sustainability, and corporate social responsibility practices. Furthermore, the company maintains an offensive and controversial materials policy, a content guidelines for books policy, community guidelines for kindle direct publishing (KDP), and community guidelines for Amazon.com. We learned also that the company's board is routinely briefed on high-profile hate speech issues. In light of the above oversight and disclosure, we did not believe additional reporting on the company's efforts was needed.

COMPANY NAME	COUNTRY	MEETING DATE	PROPOSAL	MANAGEMENT RECOMMENDATION/ VOTE CAST	RATIONALE
Amazon.com, Inc.	USA	5/27/2020	Report on Global Median Gender/Racial Pay Gap	Against/Against	This portfolio company recognized human capital management as a material risk in its annual report. We believe that addressing pay inequity in the workforce is an important part of human capital management; however, we were not convinced that the disclosure of a global median gender/racial pay gap statistic would provide shareholders with any meaningful insight into the success of the company in managing pay inequity. The company already disclosed a number of workforce statistics and the results of the most recent pay equity review. Therefore, we did not believe that disclosure of the requested metric was necessary.
Amazon.com, Inc.	USA	5/27/2020	Human Rights Risk Assessment	Against/Against	This portfolio company recognized reputational risks related to its products and services as a material risk in its annual report. We believe it is important for the board to have clear oversight of issues that may lead to reputational harm, including human rights considerations. In light of the company's announcement that the company was to integrate human rights issues into the company's risk assessment process in 2020, we did not believe a separate assessment was needed.
Apple Inc.	USA	2/26/2020	Report on Freedom of Expression and Access to Information Policies	Against/Against	In its annual report, this portfolio company recognized that it faces material risks from its global operations due to the range of laws and regulations to which it must comply. We believe that it is the responsibility of the board to implement processes, procedures, and oversight mechanisms to assess and mitigate risks related to doing business in each market where the company operates, where relevant. After engaging with the company and reviewing publicly available materials, we believed that the company disclosed sufficient information on the management of these risks in the relevant market. The company's audit committee oversees reputational risk, including those related to human rights and privacy. Additionally, the company disclosed significant information on government requests for customer data in its transparency report and had announced plans to further enhance this disclosure. Therefore, we did not believe a separate report was necessary.
Facebook, Inc.	USA	5/27/2020	Elect Director Marc L. Andreessen	For/Withhold	<p>We expect board members to act in the interests of shareholders. Portfolio company boards should implement policies and adopt practices that align the interests of the board and management with those of shareholders and avoid conflicts of interest.</p> <p>We may vote against individual directors, committee members, or the full board of a portfolio company if there are problematic remuneration practices or persistent pay for performance misalignment.</p> <p>We determined a withhold vote was warranted on this director, who served on the compensation committee at the time, due to ongoing concerns with the level of discretion and lack of objective performance conditions in the executive compensation plan.</p>

COMPANY NAME	COUNTRY	MEETING DATE	PROPOSAL	MANAGEMENT RECOMMENDATION/ VOTE CAST	RATIONALE
Facebook, Inc.	USA	5/27/2020	Elect Director Peter A. Thiel	For/Withhold	<p>We expect board members to act in the interests of shareholders. Portfolio company boards should implement policies and adopt practices that align the interests of the board and management with those of shareholders and avoid conflicts of interest.</p> <p>We may vote against individual directors, committee members, or the full board of a portfolio company if there are problematic remuneration practices or persistent pay for performance misalignment.</p> <p>We determined a withhold vote was warranted on this director, who served on the compensation committee at the time, due to ongoing concerns with the level of discretion and lack of objective performance conditions in the executive compensation plan.</p>
Facebook, Inc.	USA	5/27/2020	Require Independent Director Nominee with Human and/or Civil Rights Experience	Against/Against	<p>This portfolio company recognized reputational risks related to its products and services as a material risk in its annual report. Therefore, we believe it is important for the company to have effective oversight of issues that may lead to reputational harm, including human rights considerations. After engaging with the company and reviewing publicly available materials, we believed that the company's board oversight structure was sufficient to oversee this risk. The company hired a Director for Human Rights and conducted a number of independent audits as part of its stated commitment to protect and advance civil rights on its platform. The company also created a civil rights task force comprised of senior leaders from across the company. The company's risk management efforts are overseen by the board's audit and risk oversight committee.</p>
Facebook, Inc.	USA	5/27/2020	Report on Civil and Human Rights Risk Assessment	Against/Against	<p>This portfolio company recognized reputational risks related to its products and services as a material risk in its annual report. Therefore, we believe it is important for the company to have effective oversight of issues that may lead to reputational harm, including human rights considerations. After engaging with the company and reviewing publicly available materials, we believed that the company's current board and management oversight structure was sufficient to oversee this risk. The company discloses board and management level oversight of human and civil rights issues. The company hired a Director for Human Rights and conducted a number of independent audits as part of its stated commitment to protect and advance civil rights on its platform. The company also created a civil rights task force comprised of senior leaders from across the company. The company's risk management efforts are overseen by the board's audit and risk oversight committee. Therefore, we did not believe a separate report on the issue of human rights was necessary.</p>

COMPANY NAME	COUNTRY	MEETING DATE	PROPOSAL	MANAGEMENT RECOMMENDATION/ VOTE CAST	RATIONALE
Facebook, Inc.	USA	5/27/2020	Report on Online Child Sexual Exploitation	Against/Against	This portfolio company recognized reputational risks related to its products and services as a material risk in its annual report. We believe that it is the responsibility of the board to implement processes, procedures, and oversight mechanisms to assess and mitigate risks where relevant. After engaging with the company and reviewing publicly available materials, we believed the company was exercising sufficient oversight of this issue. The company's audit and risk oversight committee has express oversight over "community safety & security," which includes content involving child exploitation, and reviews community safety and security matters at least two times per year. The company's safety advisory board is comprised of independent online safety experts and organizations and reviews the company's policies to online safety issues, with a main focus on safety for children. The company's board of directors and management consult the safety advisory board to gain additional insight on the company's general approach to safety which at times, includes leveraging its input on future product releases. The company also published an updated community standards enforcement report, which tracks the company's progress towards enforcing community standards. In light of the above, we believed that the company had adequate oversight mechanisms in place and did not believe a separate report was necessary.
Facebook, Inc.	USA	5/27/2020	Report on Median Gender/ Racial Pay Gap	Against/Against	This portfolio company recognized human capital management as a material risk in its annual report. We believe that addressing pay inequity in the workforce is an important part of human capital management; however, we were not convinced that the disclosure of a global median gender/racial pay gap statistic would provide shareholders with meaningful insight into the success of the company in managing pay inequity. The company already disclosed a number of workforce statistics and made its EEO-1 report public. We did not believe that disclosure of the requested metric was necessary.
J.B. Hunt Transport Services, Inc.	USA	4/23/2020	Report on Political Contributions	Against/Against	We believe that portfolio companies should disclose board oversight of political activities and the steps the board takes to ensure that political activities are consistent with the company's strategy, stated policies, and public positions. However, we believe that the details of political contributions are part of a portfolio company's business strategy and are the purview of the board and management. This proposal requested disclosure of contribution details; therefore, we opposed the proposal.
J.B. Hunt Transport Services, Inc.	USA	4/23/2020	Report on Climate Change Initiatives	Against/For	In its annual report, this portfolio company recognized climate change, and specifically transition risks associated with emissions and their regulation, as a material risk. In terms of disclosure practices related to climate change oversight and reporting, we believed the company lagged the majority of its peers. Given the non-prescriptive nature of the proposal, and after engaging with the company and reviewing publicly available materials, we believed support for this proposal was warranted.

COMPANY NAME	COUNTRY	MEETING DATE	PROPOSAL	MANAGEMENT RECOMMENDATION/ VOTE CAST	RATIONALE
Nabors Industries Ltd.	USA	6/2/2020	Elect Director Tanya S. Beder	For/Withhold	<p>We expect board members to act in the interests of shareholders. Portfolio company boards should implement policies and adopt practices that align the interests of the board and management with those of shareholders and avoid conflicts of interest.</p> <p>We may vote against individual directors, committee members, or the full board of a portfolio company if the board has demonstrated a lack of accountability to shareholders or has failed to adequately respond to shareholder concerns.</p> <p>We engaged with this portfolio company to share our concerns with the continued service on the board of a director who failed to receive majority support. The director appeared on the ballot for the 2020 AGM. This fact, combined with the company's not submitting a recently adopted poison pill to shareholder vote, resulted in a withhold vote on all directors.</p>
Nabors Industries Ltd.	USA	6/2/2020	Elect Director John P. Butler	For/Withhold	<p>We expect board members to act in the interests of shareholders. Portfolio company boards should implement policies and adopt practices that align the interests of the board and management with those of shareholders and avoid conflicts of interest.</p> <p>We may vote against individual directors, committee members, or the full board of a portfolio company if the board has demonstrated a lack of accountability to shareholders or has failed to adequately respond to shareholder concerns.</p> <p>We engaged with this portfolio company to share our concerns with the continued service on the board of a director who failed to receive majority support. The director appeared on the ballot for the 2020 AGM. This fact, combined with the company's not submitting a recently adopted poison pill to shareholder vote, resulted in a withhold vote on all directors.</p>
Nabors Industries Ltd.	USA	6/2/2020	Elect Director James R. Crane	For/Withhold	<p>We expect board members to act in the interests of shareholders. Portfolio company boards should implement policies and adopt practices that align the interests of the board and management with those of shareholders and avoid conflicts of interest.</p> <p>We may vote against individual directors, committee members, or the full board of a portfolio company if the board has demonstrated a lack of accountability to shareholders or has failed to adequately respond to shareholder concerns.</p> <p>We engaged with this portfolio company to share our concerns with the continued service on the board of a director who failed to receive majority support. The director appeared on the ballot for the 2020 AGM. This fact, combined with company's not submitting a recently adopted poison pill to shareholder vote, resulted in a withhold vote on all directors.</p>

COMPANY NAME	COUNTRY	MEETING DATE	PROPOSAL	MANAGEMENT RECOMMENDATION/ VOTE CAST	RATIONALE
Nabors Industries Ltd.	USA	6/2/2020	Elect Director John P. Kotts	For/Withhold	<p>We expect board members to act in the interests of shareholders. Portfolio company boards should implement policies and adopt practices that align the interests of the board and management with those of shareholders and avoid conflicts of interest.</p> <p>We may vote against individual directors, committee members, or the full board of a portfolio company if the board has demonstrated a lack of accountability to shareholders or has failed to adequately respond to shareholder concerns.</p> <p>We engaged with this portfolio company to share our concerns with the continued service on the board of a director who failed to receive majority support. The director appeared on the ballot for the 2020 AGM. This fact, combined with the company's not submitting a recently adopted poison pill to shareholder vote, resulted in a withhold vote on all directors.</p>
Nabors Industries Ltd.	USA	6/2/2020	Elect Director Michael C. Linn	For/Withhold	<p>We expect board members to act in the interests of shareholders. Portfolio company boards should implement policies and adopt practices that align the interests of the board and management with those of shareholders and avoid conflicts of interest.</p> <p>We may vote against individual directors, committee members, or the full board of a portfolio company if the board has demonstrated a lack of accountability to shareholders or has failed to adequately respond to shareholder concerns.</p> <p>We engaged with this portfolio company to share our concerns with the continued service on the board of a director who failed to receive majority support. The director appeared on the ballot for the 2020 AGM. This fact, combined with the company's not submitting a recently adopted poison pill to shareholder vote, resulted in a withhold vote on all directors.</p>
Nabors Industries Ltd.	USA	6/2/2020	Elect Director Anthony G. Petrello	For/Withhold	<p>We expect board members to act in the interests of shareholders. Portfolio company boards should implement policies and adopt practices that align the interests of the board and management with those of shareholders and avoid conflicts of interest.</p> <p>We may vote against individual directors, committee members, or the full board of a portfolio company if the board has demonstrated a lack of accountability to shareholders or has failed to adequately respond to shareholder concerns.</p> <p>We engaged with this portfolio company to share our concerns with the continued service on the board of a director who failed to receive majority support. The director appeared on the ballot for the 2020 AGM. This fact, combined with the company's not submitting a recently adopted poison pill to shareholder vote, resulted in a withhold vote on all directors.</p>

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Nabors Industries Ltd.	USA	6/2/2020	Elect Director John Yearwood	For/Withhold	<p>We expect board members to act in the interests of shareholders. Portfolio company boards should implement policies and adopt practices that align the interests of the board and management with those of shareholders and avoid conflicts of interest.</p> <p>We may vote against individual directors, committee members, or the full board of a portfolio company if the board has demonstrated a lack of accountability to shareholders or has failed to adequately respond to shareholder concerns.</p> <p>We engaged with this portfolio company to share our concerns with the continued service on the board of a director who failed to receive majority support. The director appeared on the ballot for the 2020 AGM. This fact, combined with the company's not submitting a recently adopted poison pill to shareholder vote, resulted in a withhold vote on all directors.</p>
Nabors Industries Ltd.	USA	6/2/2020	Advisory Vote to Ratify Named Executive Officers' Compensation	For/Against	<p>We support reasonable remuneration for executives that is clearly linked to the portfolio company's performance. Remuneration should serve as a means to align the interests of executives with those of shareholders. To the extent that remuneration is excessive, it represents a transfer to management of shareholder wealth.</p> <p>Therefore, we review proposals seeking approval of a portfolio company's remuneration plan closely, taking into account the quantum of pay, company performance, and the structure of the plan.</p> <p>We had previously shared with this portfolio company our concerns with the company's executive compensation plan, particularly as it related to the discretionary nature of the short-term incentive plan, the lack of performance-vesting long term incentive awards, and the presence of a single-trigger change in control provision. We voted against this proposal as we did not believe these concerns were adequately addressed.</p>
National HealthCare Corporation	USA	5/7/2020	Approve Omnibus Stock Plan	For/Against	<p>We support the adoption of equity plans that align the interests of portfolio company board, management, and company employees with those of shareholders.</p> <p>We will evaluate equity compensation plans on a case-by-case basis, taking into account the potential dilution to shareholders, the portfolio company's historical use of equity, and the particular plan features.</p> <p>We voted against this proposal due to concerns with the plan's vesting provisions, particularly in the event of a change in control, as well as the overall cost of the plan.</p>

COMPANY NAME	COUNTRY	MEETING DATE	PROPOSAL	MANAGEMENT RECOMMENDATION/ VOTE CAST	RATIONALE
National HealthCare Corporation	USA	5/7/2020	Report on Plans to Increase Board Diversity	Against/For	<p>We believe that shareholders' interests in portfolio companies are best represented by a board of directors made up of individuals with the diversity of backgrounds, experiences, and skill sets needed to effectively oversee management and manage risk. Therefore, we believe that portfolio companies should have robust board assessment and refreshment policies and practices. In this case the presence of mechanisms that contribute to board entrenchment, a lack of other best practice governance provisions that promote shareholder rights, and lack of gender diversity on the board lead us to question the rigor of this portfolio company's board assessment process.</p> <p>This proposal, which requested the company disclose if and how it planned to enhance board diversity, may encourage the company to develop a more robust implementation of its board assessment process.</p>
National HealthCare Corporation	USA	5/7/2020	Elect Director Ernest G. Burgess, III	For/Against	<p>We expect board members to act in the interests of shareholders. Portfolio company boards should implement policies and adopt practices that align the interests of the board and management with those of shareholders and avoid conflicts of interest.</p> <p>We may vote against individual directors, committee members, or the full board of a portfolio company if there is an ineffective board refreshment process. An effective board refreshment process for a portfolio company can include the alignment of directors' skills with business needs, assessment of individual director performance and feedback, and a search process for new directors that appropriately incorporates qualification criteria.</p> <p>We voted against this director, who served on the nominating and corporate governance committee at the time, due to concerns with the rigor of the board's assessment process, the presence of mechanisms that contribute to board entrenchment, and a lack of other best practice governance provisions that promote shareholder rights.</p>
National HealthCare Corporation	USA	5/7/2020	Elect Director Emil E. Hassan	For/Against	<p>We expect board members to act in the interests of shareholders. Portfolio company boards should implement policies and adopt practices that align the interests of the board and management with those of shareholders and avoid conflicts of interest.</p> <p>We may vote against individual directors, committee members, or the full board of a portfolio company if there is an ineffective board refreshment process. An effective board refreshment process for a portfolio company can include the alignment of directors' skills with business needs, assessment of individual director performance and feedback, and a search process for new directors that appropriately incorporates qualification criteria.</p> <p>We voted against this director, who served on the nominating and corporate governance committee at the time, due to concerns with the rigor of the board's assessment process, the presence of mechanisms that contribute to board entrenchment, and a lack of other best practice governance provisions that promote shareholder rights.</p>

COMPANY NAME	COUNTRY	MEETING DATE	PROPOSAL	MANAGEMENT RECOMMENDATION/ VOTE CAST	RATIONALE
Ovintiv, Inc.	USA	4/29/2020	Report on Climate Change	Against/For	This portfolio company recognized that climate change may pose a material risk to the company in its annual report. In 2018, the company had announced that it planned to implement the recommendations of the Task Force for Climate-related Financial Disclosures, which includes the setting of GHG targets. Given that the company had not yet disclosed targets and not yet set forth a timeframe for doing so, we believed support for this proposal would encourage the company to provide shareholders with the requested information in a timely fashion.
Pilgrim's Pride Corporation	USA	4/29/2020	Elect Director Gilberto Tomazoni	For/Withhold	<p>We believe that independent boards and key committees help align the interests of a portfolio company's board and management with those of shareholders and avoid conflicts of interest.</p> <p>We determined a withhold vote was warranted on this non-independent director for serving as chair of the compensation committee and a member of the nominating committee. We expect these committees of a portfolio company to be fully independent.</p>
Pilgrim's Pride Corporation	USA	4/29/2020	Elect Director Denilson Molina	For/Withhold	<p>We believe that independent boards and key committees help align the interests of a portfolio company's board and management with those of shareholders and avoid conflicts of interest.</p> <p>We determined a withhold vote was warranted on this non-independent director for serving as a member of the nominating committee. We expect this committee of a portfolio company to be fully independent.</p>
Pilgrim's Pride Corporation	USA	4/29/2020	Elect Director Andre Nogueira de Souza	For/Withhold	<p>We believe that independent boards and key committees help align the interests of a portfolio company's board and management with those of shareholders and avoid conflicts of interest.</p> <p>We determined a withhold vote was warranted on this non-independent director for serving as a member of the compensation and nominating committees. We expect these committees of a portfolio company to be fully independent.</p>
Pilgrim's Pride Corporation	USA	4/29/2020	Advisory Vote to Ratify Named Executive Officers' Compensation	For/Against	<p>We support reasonable remuneration for executives that is clearly linked to the portfolio company's performance. Remuneration should serve as a means to align the interests of executives with those of shareholders. To the extent that remuneration is excessive, it represents a transfer to management of shareholder wealth.</p> <p>Therefore, we review proposals seeking approval of a portfolio company's remuneration plan closely, taking into account the quantum of pay, company performance, and the structure of the plan.</p> <p>We voted against this proposal due to concerns with the quantum of the company's former CEO's transition agreement.</p>

COMPANY NAME	COUNTRY	MEETING DATE	PROPOSAL	MANAGEMENT RECOMMENDATION/ VOTE CAST	RATIONALE
Pilgrim's Pride Corporation	USA	4/29/2020	Report on Reduction of Water Pollution	Against/For	This portfolio company recognized water management and the environmental impacts of the company's supply chain as material risks in its annual report. We had concerns with the level of board oversight and disclosure as it related to the specific issue of water pollution. The company announced in 2016 that it would develop and disclose a comprehensive water risk mitigation strategy; however, given the strategy was not yet disclosed, we believed that the requested report would serve as a means of conveying requested information to shareholders.
Pilgrim's Pride Corporation	USA	4/29/2020	Report on Human Rights Due Diligence Process	Against/For	This portfolio company recognized human capital management, including worker safety, and supply chain management as material risks in its annual report. The company has a history of regulatory investigations and fines related to worker safety. After engaging with the company and reviewing publicly available materials, we believed that a separate report addressing the issue of human rights would be beneficial for shareholders, particularly with respect to board and management oversight of employee health and safety.
Pilgrim's Pride Corporation	USA	4/29/2020	Require a Majority Vote for the Election of Directors	Against/For	We support a majority (rather than plurality) voting standard for uncontested director elections at portfolio companies.
Royal Caribbean Cruises Ltd.	USA	5/28/2020	Elect Director Stephen R. Howe, Jr.	For/Against	<p>We believe that portfolio companies should disclose board oversight of political and lobbying activities.</p> <p>In November 2019, we sent a letter to this portfolio company, a US-based cruise company, expressing our concerns about its disclosure on political and lobbying expenditure oversight. We did not hear from the company following receipt of our letter.</p> <p>As 2020 progressed, the travel industry was particularly hard hit by the COVID-19 crisis. Given that 2020 was an election year and the travel industry will be impacted by a range of public policy decisions related to economic relief and health and safety regulations, we anticipate that political and lobbying spending could increase, making robust board oversight even more important to protecting shareholder interests.</p> <p>Given the insufficient information provided by the company to assess board oversight of political and lobbying contributions and the unresponsiveness of the company to our letter and subsequent inquiries, we voted against members of the board's audit committee, which is responsible for risk oversight.</p>

COMPANY NAME	COUNTRY	MEETING DATE	PROPOSAL	MANAGEMENT RECOMMENDATION/ VOTE CAST	RATIONALE
Royal Caribbean Cruises Ltd.	USA	5/28/2020	Elect Director William L. Kimsey	For/Against	<p>We believe that portfolio companies should disclose board oversight of political and lobbying activities.</p> <p>In November 2019, we sent a letter to this portfolio company, a US-based cruise company, expressing our concerns about its disclosure on political and lobbying expenditure oversight. We did not hear from the company following receipt of our letter.</p> <p>As 2020 progressed, the travel industry was particularly hard hit by the COVID-19 crisis. Given that 2020 was an election year and the travel industry will be impacted by a range of public policy decisions related to economic relief and health and safety regulations, we anticipate that political and lobbying spending could increase, making robust board oversight even more important to protecting shareholder interests.</p> <p>Given the insufficient information provided by the portfolio company to assess board oversight of political and lobbying contributions and the unresponsiveness of the company to our letter and subsequent inquiries, we voted against members of the board's audit committee, which is responsible for risk oversight.</p>
Royal Caribbean Cruises Ltd.	USA	5/28/2020	Elect Director Maritza G. Montiel	For/Against	<p>We believe that portfolio companies should disclose board oversight of political and lobbying activities.</p> <p>In November 2019, we sent a letter to this portfolio company, a US-based cruise company, expressing our concerns about its disclosure on political and lobbying expenditure oversight. We did not hear from the company following receipt of our letter.</p> <p>As 2020 progressed, the travel industry was particularly hard hit by the COVID-19 crisis. Given that 2020 was an election year and the travel industry will be impacted by a range of public policy decisions related to economic relief and health and safety regulations, we anticipate that political and lobbying spending could increase, making robust board oversight even more important to protecting shareholder interests.</p> <p>Given the insufficient information provided by the company to assess board oversight of political and lobbying contributions and the unresponsiveness of the company to our letter and subsequent inquiries, we voted against members of the board's audit committee, which is responsible for risk oversight.</p>

COMPANY NAME	COUNTRY	MEETING DATE	PROPOSAL	MANAGEMENT RECOMMENDATION/ VOTE CAST	RATIONALE
Royal Caribbean Cruises Ltd.	USA	5/28/2020	Elect Director Vagn O. Sorensen	For/Against	<p>We believe that portfolio companies should disclose board oversight of political and lobbying activities.</p> <p>In November 2019, we sent a letter to this portfolio company, a US-based cruise company, expressing our concerns about its disclosure on political and lobbying expenditure oversight. We did not hear from the company following receipt of our letter.</p> <p>As 2020 progressed, the travel industry was particularly hard hit by the COVID-19 crisis. Given that 2020 was an election year and the travel industry will be impacted by a range of public policy decisions related to economic relief and health and safety regulations, we anticipate that political and lobbying spending could increase, making robust board oversight even more important to protecting shareholder interests.</p> <p>Given the insufficient information provided by the company to assess board oversight of political and lobbying contributions and the unresponsiveness of the company to our letter and subsequent inquiries, we voted against members of the board's audit committee, which is responsible for risk oversight.</p>
Synalloy Corporation	USA	6/30/2020	Elect Director Anthony A. Callander	For/Withhold	<p>We believe the market for corporate control, which can result in acquisitions that are accretive to shareholders, should be able to function without undue restrictions. Takeover defenses such as poison pills can lead to entrenchment and reduced accountability at the board level.</p> <p>In April 2020, this portfolio company adopted a shareholder rights plan.</p> <p>We engaged with the dissident shareholder to discuss the contest, including the impact of the resignation of three management directors, and the shareholder rights plan. We also engaged with the company to discuss the contest and to share our proxy voting policy with regard to poison pills adopted without shareholder approval. We shared that, in addition to voting against directors at firms who adopt poison pills, we may also vote against those directors at other portfolio company boards on which they serve.</p> <p>The company terminated the poison pill shortly before the shareholder meeting. We voted for five of the eight management directors up for election. We determined a withhold vote was warranted on the three management nominees who had committed to stepping down after the meeting. These resignations created vacancies for the dissident nominees. Ultimately, the five management nominees seeking re-election were elected, along with three of the dissident nominees.</p>

COMPANY NAME	COUNTRY	MEETING DATE	PROPOSAL	MANAGEMENT RECOMMENDATION/ VOTE CAST	RATIONALE
Synalloy Corporation	USA	6/30/2020	Elect Director James W. Terry, Jr.	For/Withhold	<p>We believe the market for corporate control, which can result in acquisitions that are accretive to shareholders, should be able to function without undue restrictions. Takeover defenses such as poison pills can lead to entrenchment and reduced accountability at the board level.</p> <p>In April 2020, this portfolio company adopted a shareholder rights plan.</p> <p>We engaged with the dissident shareholder to discuss the contest, including the impact of the resignation of three management directors, and the shareholder rights plan. We also engaged with the company to discuss the contest and to inform it of our proxy voting policy with regard to poison pills adopted without shareholder approval. We shared that, in addition to voting against directors at firms who adopt poison pills, we may also vote against those directors at other portfolio company boards on which they serve.</p> <p>The company terminated the poison pill shortly before the shareholder meeting. We voted for five of the eight management directors up for election. We determined a withhold vote was warranted on the three management nominees who had committed to stepping down after the meeting. These resignations created vacancies for the dissident nominees. Ultimately, the five management nominees seeking re-election were elected, along with three of the dissident nominees.</p>
Synalloy Corporation	USA	6/30/2020	Elect Director Murray H. Wright	For/Withhold	<p>We believe the market for corporate control, which can result in acquisitions that are accretive to shareholders, should be able to function without undue restrictions. Takeover defenses such as poison pills can lead to entrenchment and reduced accountability at the board level.</p> <p>In April 2020, this portfolio company adopted a shareholder rights plan.</p> <p>We engaged with the dissident shareholder to discuss the contest, including the impact of the resignation of three management directors, and the shareholder rights plan. We also engaged with the company to discuss the contest and to inform it of our proxy voting policy with regard to poison pills adopted without shareholder approval. We shared that, in addition to voting against directors at firms who adopt poison pills, we may also vote against those directors at other portfolio company boards on which they serve.</p> <p>The company terminated the poison pill shortly before the shareholder meeting. We voted for five of the eight management directors up for election. We determined a withhold vote was warranted on the three management nominees who had committed to stepping down after the meeting. These resignations created vacancies for the dissident nominees. Ultimately, the five management nominees seeking re-election were elected, along with three of the dissident nominees.</p>

COMPANY NAME	COUNTRY	MEETING DATE	PROPOSAL	MANAGEMENT RECOMMENDATION/ VOTE CAST	RATIONALE
TransDigm Group Incorporated	USA	4/23/2020	Elect Director Mervin Dunn	For/Withhold	<p>We expect board members to act in the interests of shareholders. Portfolio company boards should implement policies and adopt practices that align the interests of the board and management with those of shareholders and avoid conflicts of interest.</p> <p>We may vote against individual directors, committee members, or the full board of a portfolio company if there are problematic remuneration practices or persistent pay for performance misalignment.</p> <p>We determined a withhold vote was warranted on this director, who served on the compensation committee at the time, due to the committee's failure to sufficiently respond to the low level of shareholder support for the company's compensation plan in previous years.</p>
TransDigm Group Incorporated	USA	4/23/2020	Elect Director Michael S. Graff	For/Withhold	<p>We expect board members to act in the interests of shareholders. Portfolio company boards should implement policies and adopt practices that align the interests of the board and management with those of shareholders and avoid conflicts of interest.</p> <p>We may vote against individual directors, committee members, or the full board of a portfolio company if there are problematic remuneration practices or persistent pay for performance misalignment.</p> <p>We determined a withhold vote was warranted on this director, who served as the chair of the compensation committee at the time, due to the committee's failure to sufficiently respond to the low level of shareholder support for the company's compensation plan in previous years.</p>
TransDigm Group Incorporated	USA	4/23/2020	Elect Director Sean P. Hennessy	For/Withhold	<p>We expect board members to act in the interests of shareholders. Portfolio company boards should implement policies and adopt practices that align the interests of the board and management with those of shareholders and avoid conflicts of interest.</p> <p>We may vote against individual directors, committee members, or the full board of a portfolio company if there are problematic remuneration practices or persistent pay for performance misalignment.</p> <p>We determined a withhold vote was warranted on this director, who served on the compensation committee at the time, due to the committee's failure to sufficiently respond to the low level of shareholder support for the company's compensation plan in previous years.</p>

COMPANY NAME	COUNTRY	MEETING DATE	PROPOSAL	MANAGEMENT RECOMMENDATION/ VOTE CAST	RATIONALE
TransDigm Group Incorporated	USA	6/29/2020	Adopt Quantitative Company-wide GHG Goals	Against/For	This portfolio company identifies in its regulatory filings and public website environmental risks, including risks associated with the discharge of pollutants into the water and air, as being materially important to its business. Given the financial materiality of the issue, we expect the company to have clear board and management oversight of this risk and to disclose adequate information for shareholders to assess the company's handling of this risk. There did not appear to be any board or management level oversight framework in place to formally address climate change, with sustainability as a general topic seeming to be considered only as part of the general enterprise risk framework. Further, we believed the company generally lagged the majority of its peers with regards to disclosure on this issue. In light of the above, we believed support for this proposal was warranted.
TransDigm Group Incorporated	USA	4/23/2020	Elect Director Robert J. Small	For/Withhold	<p>We expect board members to act in the interests of shareholders. Portfolio company boards should implement policies and adopt practices that align the interests of the board and management with those of shareholders and avoid conflicts of interest.</p> <p>We may vote against individual directors, committee members, or the full board of a portfolio company if there are problematic remuneration practices or persistent pay for performance misalignment.</p> <p>We determined a withhold vote was warranted on this director, who served on the compensation committee at the time, due to the committee's failure to sufficiently respond to the low level of shareholder support for the company's compensation plan in previous years.</p>
TransDigm Group Incorporated	USA	4/23/2020	Advisory Vote to Ratify Named Executive Officers' Compensation	For/Against	<p>We support reasonable remuneration for executives that is clearly linked to the portfolio company's performance. Remuneration should serve as a means to align the interests of executives with those of shareholders. To the extent that remuneration is excessive, it represents a transfer to management of shareholder wealth.</p> <p>Therefore, we review proposals seeking approval of a portfolio company's remuneration plan closely, taking into account the quantum of pay, company performance, and the structure of the plan.</p> <p>We voted against this proposal as we believed the company's long-term incentive plan was not rigorously performance based. In particular we had concerns with the potential of excessive at-risk awards that are based on duplicative measures and performance periods.</p>

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