

AGENDA
GOVERNANCE COMMITTEE MEETING
MARIN COUNTY EMPLOYEES' RETIREMENT ASSOCIATION (MCERA)

One McInnis Parkway, 1st Floor
Retirement Board Conference Room
San Rafael, CA

April 20, 2022 – 9:00 a.m.

This meeting will be held via videoconference pursuant to MCERA Board of Retirement Resolution 2021-22/01, which invoked Government Code section 54953(e) for all MCERA Board and standing committee meetings through May 13, 2022.

Instructions for watching the meeting and/or providing public comment, as well as the links for access, are available on the [Watch & Attend Meetings](https://www.mcera.org/retirementboard/agendas-minutes/watchmeetings) page of MCERA's website. Please visit <https://www.mcera.org/retirementboard/agendas-minutes/watchmeetings> for more information.

The Board of Retirement encourages a respectful presentation of public views to the Board. The Board, staff and public are expected to be polite and courteous, and refrain from questioning the character or motives of others. Please help create an atmosphere of respect during Board meetings.

CALL TO ORDER

ROLL CALL

MINUTES

October 25, 2021 Governance Committee meeting

A. OPEN TIME FOR PUBLIC EXPRESSION

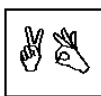
Note: The public may also address the Committee regarding any agenda item when the Committee considers the item.

Open time for public expression, from three to five minutes per speaker, on items not on the Committee Agenda. While members of the public are welcome to address the Committee during this time on matters within the Committee's jurisdiction, except as otherwise permitted by the Ralph M. Brown Act (Government Code Sections 54950 et seq.), no deliberation or action may be taken by the Committee concerning a non-agenda item. Members of the Committee may (1) briefly respond to statements made or questions posed by persons addressing the Committee, (2) ask a question for clarification, or (3) provide a reference to staff for factual information.

B. NEW BUSINESS

1. Proxy Voting
 - a. Proxy Voting Reports
Proxy voting records of public equity managers for December 31, 2021
 - b. Proxy Voting Reports – Executive Compensation
Review and discuss the ISS executive compensation proxy voting reports for the Dimensional Fund Advisors and State Street Global Advisors portfolios
2. Governance Risk Report – Institutional Shareholder Services (ISS) – Jack Ferdon
Review and discuss the ISS quarterly Risk Assessment Report
3. New Policies
 - a. MCERA Funding Policy
Consider and discuss a potential standalone Funding Policy for MCERA
4. Existing Policies – Standard Review with Proposed Updates
 - a. Policy Regarding Adoption of Actuarial Economic Assumptions (ACTION)
Consider possible recommendation to Board on updates to policy
5. Existing Policies – Standard Review without Proposed Updates
 - a. Policy Regarding Annual Affirmation as to Key Policies (ACTION)
Conduct standard policy review
 - b. Statement of Investment Policy Regarding Divestment (ACTION)
Conduct standard policy review
 - c. Whistleblower Policy (ACTION)
Conduct standard policy review
6. Next Committee Meeting
Consider and discuss agenda items for future meetings

Note on Process: Items designated for information are appropriate for Committee action if the Committee wishes to take action.



Agenda material is provided upon request. Requests may be submitted by email to MCERABoard@marincounty.org, or by phone at (415) 473-6147.

MCERA is committed to assuring that its public meetings are accessible to persons with disabilities. If you are a person with a disability and require an accommodation to participate in a County program, service, or activity, requests may be made by calling (415) 473-4381 (Voice), Dial 711 for CA Relay, or by email at least five business days in advance of the event. We will

do our best to fulfill requests received with less than five business days' notice. Copies of documents are available in alternative formats upon request.

The agenda is available on the Internet at <http://www.mcera.org>

MINUTES

GOVERNANCE COMMITTEE MEETING MARIN COUNTY EMPLOYEES' RETIREMENT ASSOCIATION (MCERA)

**One McInnis Parkway, 1st Floor
Retirement Board Conference Room
San Rafael, CA**

October 25, 2021 – 9:00 a.m.

This meeting was held via videoconference pursuant to MCERA Board of Retirement Resolution 2021-22/01, which invoked Government Code section 54953(e) for all MCERA Board and standing committee meetings through November 12, 2021. The public was able to listen to and observe the meeting and provide comment through Zoom.

CALL TO ORDER

Chair Cooper called the meeting to order at 9:00 a.m.

ROLL CALL

PRESENT: Cooper, Gladstern, Jones, Silberstein

ABSENT: None

MINUTES

It was M/S Gladstern/Silberstein to approve the April 21, 2021 Governance Committee Meeting Minutes as submitted. The motion was approved by a vote of 4-0 as follows:

AYES: Cooper, Gladstern, Jones, Silberstein

NOES: None

ABSTAIN: None

ABSENT: None

A. OPEN TIME FOR PUBLIC EXPRESSION

Note: The public may also address the Committee regarding any agenda item when the Committee considers the item.

Open time for public expression, from three to five minutes per speaker, on items not on the Committee Agenda. While members of the public are welcome to address the Committee during this time on matters within the Committee's jurisdiction, except as otherwise permitted by the Ralph M. Brown Act (Government Code Sections 54950 et seq.), no deliberation or action may be taken by the Committee concerning a non-agenda item. Members of the Committee may (1) briefly respond to statements made or questions posed by persons

For consideration at April 2022 Committee meeting

addressing the Committee, (2) ask a question for clarification, or (3) provide a reference to staff for factual information.

No members of the public provided comment.

B. NEW BUSINESS

1. Proxy Voting

a. Proxy Voting Reports

Proxy voting records of public equity managers for June 30, 2021

Retirement Administrator Jeff Wickman presented proxy votes from equity managers for the first and second quarters of 2021. Trustee Silberstein pointed out that because MCERA has engaged Institutional Shareholder Services (ISS) to vote its proxies for the first time the Board is receiving the reasons why we are voting one way or another for Dimensional Fund Advisors (DFA) and State Street Global Advisors (SSGA) accounts. He called attention to Artisan's votes against several directors and against audit fees that included more than 25% in non-audit business. Trustee Silberstein suggested bringing MCERA's Proxy Voting and Corporate Governance Policy in alignment with the Public Fund Policy regarding restricting non-audit expenditures to 25% and limiting auditor engagements to seven years. In addition, Trustee Silberstein noted that the Bank of Marin has a non-shareholder-approved poison pill for non-independent directors. He highlighted differences in manager votes regarding non-independent directors and the stock option plan for one company: MCERA voted against this proposal in the DFA portfolio based on the Public Fund Policy, whereas KBI approved those items following the ISS Sustainability Policy. In summary, Trustee Silberstein said ISS is doing an excellent job for MCERA, adding he appreciates the additional details in the proxy voting reports.

b. Proxy Voting Reports – Executive Compensation

Review and discuss the ISS executive compensation proxy voting reports for the Dimensional Fund Advisors and State Street Global Advisors portfolios

Mr. Wickman said because this Committee has discussed Executive Compensation, staff selected two reports that include details on that topic produced using the ISS system available to MCERA staff for the DFA and SSGA portfolios. The first report isolates proxy votes on Executive Compensation, and the second is a summary report and analysis of abstain, against or withheld votes on Executive Compensation. The Administrator stated these reports are good examples of the kind of information staff can present based on the interests of the Committee.

Trustee Silberstein said he appreciates the reports which extract executive compensation details from the main proxy voting report. He noted MCERA's proxy votes for the DFA portfolio are for CEO pay packages to be voted on every year, rather than when DFA voted for every three years. MCERA voted against about 21% of CEO pay packages for DFA about 24% for SSGA, showing considering the way State Street was voting previously, this is a much better implementation of MCERA policies, he said. Chair Cooper agreed that pulling the additional details from proxy reports is helpful.

For consideration at April 2022 Committee meeting

Trustee Gladstern suggested that staff share our experience with ISS proxy voting with SACRS, for example. Trustee Silberstein said he will relay our experience with voting our own shares through ISS at the CalAPRS Trustees' Roundtable.

2. Governance Risk Report – Institutional Shareholder Services (ISS) – Nathan Worthington and Jack Ferdon

Review and discuss the ISS quarterly Risk Assessment Report

Jack Ferdon, Senior Associate, Client Service & Consultants, with Institutional Shareholder Services (ISS) reviewed the ISS Governance Risk Report for the quarter ending June 30, 2021. Mr. Ferdon pointed out the main difference in the report is having DFA and SSGA accounts voted by ISS in accordance with the Public Fund Policy. The report begins with the ISS Quality Score, a quantitative analysis highlighting companies with governance risk. For example, Facebook and Amazon fair poorly on the Quality Score due to excessive executive compensation and dual class share structures giving founders outsized voting rights.

The Investment Manager Summary shows MCERA is voting against management proposals more frequently than in the past. The Meeting Overview shows over 99% of meetings were voted, and out of 2663 votable meetings there were 2232 meetings with at least one vote against management. Mr. Ferdon pointed out the Public Fund Policy is significantly more aggressive than the ISS Benchmark Policy in recommending votes against management almost 30% of the time. The report lists proxy votes by categories, such as Executive Compensation and Reorganizations and Mergers. In general support for Directors has gone down due to diversity factors. Mr. Ferdon indicated it is evident that the Public Fund Policy is in favor of most Shareholder Proposals related to health, environmental, and social-related proposals, such as having boards report on diversity and inclusion policies.

In the Contested Meetings Overview Mr. Ferdon pointed to a notable difference in one year in the number of proxy contests that went to a vote. For the nine proxy contests MCERA voted the report lists how MCERA voted, a summary of the meeting, and the ISS vote rationale. He said the most notable proxy contest was brought by an Exxon Mobile dissident on the issue of how climate change can impact shareholders. MCERA supported the dissident and the election of three new nominees for the Board of Directors. Trustee Silberstein observed that most votes against management are against directors because they are not independent. He stated a basic principle of good governance is that Directors should not be family members of the CEO. MCERA's policy is that 2/3 of Directors should be independent, as should the members of committees such as audit and governance.

Mr. Wickman discussed companies with high Quality Scores indicating governance risk. MCERA has four managers invested in these companies. He explained that for commingled funds MCERA's position is significantly less than shown in the report. For example, AVEVA Group Plc, held in the Artisan portfolio is valued at \$20 million in the report, but MCERA's market value is about \$3 million. There are similar examples of firms in the Parametric portfolio where the value of MCERA's holding is less than shown

For consideration at April 2022 Committee meeting

in the report. Alternatively, for MCERA's separate accounts, Dimensional Fund Advisors or State Street Global Advisors, the holdings listed in the report, such as Microchip Technology Incorporated, Constellation Brands, Inc., and DXC Technology Company, reflect MCERA's position. Going forward the Administrator will provide a report on companies flagged for governance risk for the Committee.

In summary, Chair Cooper commended staff, saying the ISS Governance Risk report is very helpful for the Committee and will be a good tool to keep MCERA within its policies. Trustee Jones expressed appreciation for the new, illuminating reporting.

3. New Policies

a. MCERA Funding Policy

Consider and discuss a potential standalone Funding Policy for MCERA

Mr. Wickman said the Board had a previous discussion about creating a unique funding policy that would be a separate document from the annual Actuarial Valuation. He presented a draft Funding Policy and requested the Committee's feedback. Mr. Wickman recommended that the Committee provide comments on the policy but not take any action until the Actuary had provided information on the June 30, 2021 Actuarial Valuation at the December Board meeting.

Mr. Wickman reviewed the different areas of the draft policy. He noted the policy addresses surplus funding when in excess of 120% of the actuarial accrued liability but did not address funding between 100% and 120%. The Administrator said the Board may want to consider adding additional language to cover this area. In addition the Policy provides detail around the history of the Plan and its sponsor, the County of Marin, and the special districts which have been allowed to join the Plan. There is additional information on when the three main employer groups joined and what the conditions were when they joined the Plan.

The Administrator invited comments on the draft Funding Policy. Trustee Gladstern was supportive, saying the Policy brings concepts together in a single place. She asked about the three-year cycle for the Experience Study and Mr. Wickman agreed that would be good to include this information in the Policy. Trustee Silberstein supported having a standalone policy, especially the provisions to minimize volatility of employer contribution rates by phasing in changes over time. Chair Cooper noted the information in the policy is familiar and asked if it is redundant. Mr. Wickman said this is not an issue because the primary source of the information in the Policy is the Actuarial Valuation. He noted this Policy would be reviewed concurrent with the annual Actuarial Valuation.

Chair Cooper said the draft Funding Policy can be presented to the Board for discussion. Mr. Wickman agreed the Board can provide input at its November meeting, and he will consult with Counsel Dunning on how to agendize the matter.

For consideration at April 2022 Committee meeting

4. Existing Policies – Standard Review with Potential Updates

a. Election and Duties of Board Officers Policy (Action)

Consider and discuss potential updates to policy to recommend to Board

Mr. Wickman presented an outline of discussions at the October Board meeting on the Election and Duties of Board Officers Policy. He also provided a summary of officer election processes from CERL system websites which has not been affirmed by the systems

Mr. Wickman highlighted several election policies. Some systems employ a Nominating Committee and have mandatory rotations, and some in addition retain the authority to reelect prior officers. Most systems have a process similar to MCERA's in electing officers for one-year terms or until new officers are elected. Mr. Wickman noted in many systems the Administrator serves as Secretary.

Trustee Gladstern expressed appreciation for the Administrator's research on methods of electing board officers. She prefers MCERA's Policy because it values experience and lends flexibility by allowing an officer to serve for three years. Trustee Silberstein also prefers the current Policy since it provides ample opportunity for trustees to express interest in serving as an officer well in advance of the election.

Chair Cooper said based on the discussion at the October Board meeting trustees want a new method of nominating officer candidates rather than during a meeting. He does not feel there is a need to limit officer terms further than the current Policy. Mr. Wickman noted some systems employ a Nominating Committee to address the method of nominating officer candidates. Counsel Dunning advised a formal Nominating Committee would likely need to be a standing committee, depending upon how it was structured. Chair Cooper asked if Board members will have the opportunity to discuss changes to the policy if the Committee does not propose any. Mr. Wickman will consult with Ms. Dunning to agendize the matter to allow the Board to have a discussion.

5. Existing Policies – Standard Review with Proposed Updates

a. Proxy Voting and Corporate Governance Policy (Action)

Consider possible recommendation to Board on updates to policy

Mr. Wickman said revisions to the Proxy Voting and Corporate Governance Policy provide clarity and bring the Policy in alignment with current practice regarding proxy voting delegated to a third-party provider. Trustee Silberstein suggested modifying the Policy to be more consistent with the Public Fund Policy; specifically, non-audit fees should not be greater than 25% of total fees paid to the auditor, and secondly auditors should be changed every 7 years.

It was M/S Silberstein/Gladstern to adopt updates to the Proxy Voting and Corporate Governance Policy and incorporate amendments in Section 3.1.2 per the above discussion. The motion was approved by a vote of 4-0 as follows:

For consideration at April 2022 Committee meeting

AYES: Cooper, Gladstern, Jones, Silberstein
NOES: None
ABSTAIN: None
ABSENT: None

b. Facility Use and Reservation Policy (Action)

Consider possible recommendation to Board on updates to policy

The Administrator said updates bring the Facility Use and Reservation Policy in line with how it is being administered. Revisions regarding facility availability are pandemic related, since he has not allowed any facility use under pandemic conditions. Secondly, policy amendments clarify fees. The Training Room is no longer available as it has become part of Suite 150.

It was M/S Silberstein/Gladstern to adopt updates to the Facility Use and Reservation Policy as submitted. The motion was approved by a vote of 4-0 as follows:

AYES: Cooper, Gladstern, Jones, Silberstein
NOES: None
ABSTAIN: None
ABSENT: None

c. Portable Electronic Device Policy (Action)

Consider possible recommendation to Board on updates to policy

Mr. Wickman said the Portable Electronic Device Policy is updated to indicate the devices “may” be rotated since some older devices cannot be updated. Then in Section IV there are administrative corrections.

It was M/S Gladstern/Jones to adopt updates to the Portable Electronic Device Policy as submitted. The motion was approved by a vote of 4-0 as follows:

AYES: Cooper, Gladstern, Jones, Silberstein
NOES: None
ABSTAIN: None
ABSENT: None

d. Trustee Education Policy (Action)

Consider possible recommendation to Board on updates to policy

Updates to the Trustee Education Policy align with the requirement for new Board members to complete initial ethics training within one year.

It was M/S Silberstein/Gladstern to adopt updates to the Trustee Education Policy as submitted. The motion was approved by a vote of 4-0 as follows:

For consideration at April 2022 Committee meeting

AYES: Cooper, Gladstern, Jones, Silberstein
NOES: None
ABSTAIN: None
ABSENT: None

- e. Compensation Earnable and Pensionable Compensation Policy (Action)
Consider possible recommendation to Board on updates to policy

Mr. Wickman stated the only change to the Compensation Earnable and Pensionable Compensation Policy is adding language on page 3 clarifying the application of the *Alameda* and *Marin* decisions that had been addressed by the courts. At the April 2022 Committee meeting staff will bring the policy back with more substantive changes to Pensionable Compensation and Compensation Earnable. Counsel Dunning added now that litigation is over it is appropriate to reference the courts' decisions.

It was M/S Silberstein/Jones to adopt updates to the Compensation Earnable and Pensionable Compensation Policy as submitted. The motion was approved by a vote of 4-0 as follows:

AYES: Cooper, Gladstern, Jones, Silberstein
NOES: None
ABSTAIN: None
ABSENT: None

6. Existing Policies – Standard Review without Proposed Updates

Chair Cooper introduced policies for standard review without updates. Mr. Wickman said standard review policies can be taken as a single motion and the Chair so directed.

It was M/S Gladstern/Silberstein to accept the review of the policies and charters listed in Agenda Items B.6.a-f below. The motion was approved by a vote of 4-0 as follows:

AYES: Cooper, Gladstern, Jones, Silberstein
NOES: None
ABSTAIN: None
ABSENT: None

- a. Audit Committee Charter (Action)
Conduct standard charter review
- b. Finance and Risk Management Committee Charter (Action)
Conduct standard charter review
- c. Key Service Provider Performance Evaluation Policy (Action)
Conduct standard policy review
- d. Procedures for Hearings on Matters Other Than Disability Retirement (Action)
Conduct standard policy review

For consideration at April 2022 Committee meeting

- e. Records Retention Policy and Guidelines (Action)
Conduct standard policy review
 - f. Timing of Employer Payment of Required Contributions to MCERA Policy (Action)
Conduct standard policy review
7. Next Committee Meeting
Consider and discuss agenda items for future meetings

Chair Cooper invited Committee members to suggest topics for future meetings. Mr. Wickman said the next Committee meeting will be held on April 20, 2022.

There being no further business, Chair Cooper adjourned the meeting at 10:11 a.m.

Jeff Wickman, Retirement Administrator

On behalf of:
Chris Cooper, Committee Chair

Michelle Hardesty, Assistant Retirement Administrator

On behalf of:
Jeff Wickman, Retirement Administrator

B.1.a

DIMENSIONAL FUND ADVISORS PROXY VOTES JULY TO DECEMBER 31, 2021 Compared to ISS and Public Fund Policy Recommendations										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
1-800-FLOWERS.COM, Inc.	07-Dec-21	Management	1	Yes	Elect Director Celia R. Brown	For	For	Withhold	Withhold	WITHHOLD votes for James (Jim) Cannavino, Leonard (Len) Elmore and Larry Zarin are warranted for serving as non-independent members of certain key board committees.WITHHOLD votes for incumbent compensation committee members Celia Brown, Stephanie Hofmann and Larry Zarin are warranted due to concerns regarding the company's compensation practices.A vote FOR the remaining director nominees is warranted.
1-800-FLOWERS.COM, Inc.	07-Dec-21	Management	2	Yes	Elect Director James A. Cannavino	For	For	Withhold	Withhold	WITHHOLD votes for James (Jim) Cannavino, Leonard (Len) Elmore and Larry Zarin are warranted for serving as non-independent members of certain key board committees.WITHHOLD votes for incumbent compensation committee members Celia Brown, Stephanie Hofmann and Larry Zarin are warranted due to concerns regarding the company's compensation practices.A vote FOR the remaining director nominees is warranted.
1-800-FLOWERS.COM, Inc.	07-Dec-21	Management	3	Yes	Elect Director Dina Colombo	For	For	For	For	WITHHOLD votes for James (Jim) Cannavino, Leonard (Len) Elmore and Larry Zarin are warranted for serving as non-independent members of certain key board committees.WITHHOLD votes for incumbent compensation committee members Celia Brown, Stephanie Hofmann and Larry Zarin are warranted due to concerns regarding the company's compensation practices.A vote FOR the remaining director nominees is warranted.
1-800-FLOWERS.COM, Inc.	07-Dec-21	Management	4	Yes	Elect Director Eugene F. DeMark	For	For	For	For	WITHHOLD votes for James (Jim) Cannavino, Leonard (Len) Elmore and Larry Zarin are warranted for serving as non-independent members of certain key board committees.WITHHOLD votes for incumbent compensation committee members Celia Brown, Stephanie Hofmann and Larry Zarin are warranted due to concerns regarding the company's compensation practices.A vote FOR the remaining director nominees is warranted.
1-800-FLOWERS.COM, Inc.	07-Dec-21	Management	5	Yes	Elect Director Leonard J. Elmore	For	For	Withhold	Withhold	WITHHOLD votes for James (Jim) Cannavino, Leonard (Len) Elmore and Larry Zarin are warranted for serving as non-independent members of certain key board committees.WITHHOLD votes for incumbent compensation committee members Celia Brown, Stephanie Hofmann and Larry Zarin are warranted due to concerns regarding the company's compensation practices.A vote FOR the remaining director nominees is warranted.
1-800-FLOWERS.COM, Inc.	07-Dec-21	Management	6	Yes	Elect Director Adam Hanft	For	For	For	For	WITHHOLD votes for James (Jim) Cannavino, Leonard (Len) Elmore and Larry Zarin are warranted for serving as non-independent members of certain key board committees.WITHHOLD votes for incumbent compensation committee members Celia Brown, Stephanie Hofmann and Larry Zarin are warranted due to concerns regarding the company's compensation practices.A vote FOR the remaining director nominees is warranted.
1-800-FLOWERS.COM, Inc.	07-Dec-21	Management	7	Yes	Elect Director Stephanie Redish Hofmann	For	For	Withhold	Withhold	WITHHOLD votes for James (Jim) Cannavino, Leonard (Len) Elmore and Larry Zarin are warranted for serving as non-independent members of certain key board committees.WITHHOLD votes for incumbent compensation committee members Celia Brown, Stephanie Hofmann and Larry Zarin are warranted due to concerns regarding the company's compensation practices.A vote FOR the remaining director nominees is warranted.
1-800-FLOWERS.COM, Inc.	07-Dec-21	Management	8	Yes	Elect Director Christopher G. McCann	For	For	For	For	WITHHOLD votes for James (Jim) Cannavino, Leonard (Len) Elmore and Larry Zarin are warranted for serving as non-independent members of certain key board committees.WITHHOLD votes for incumbent compensation committee members Celia Brown, Stephanie Hofmann and Larry Zarin are warranted due to concerns regarding the company's compensation practices.A vote FOR the remaining director nominees is warranted.
1-800-FLOWERS.COM, Inc.	07-Dec-21	Management	9	Yes	Elect Director James F. McCann	For	For	For	For	WITHHOLD votes for James (Jim) Cannavino, Leonard (Len) Elmore and Larry Zarin are warranted for serving as non-independent members of certain key board committees.WITHHOLD votes for incumbent compensation committee members Celia Brown, Stephanie Hofmann and Larry Zarin are warranted due to concerns regarding the company's compensation practices.A vote FOR the remaining director nominees is warranted.
1-800-FLOWERS.COM, Inc.	07-Dec-21	Management	10	Yes	Elect Director Katherine Oliver	For	For	For	For	WITHHOLD votes for James (Jim) Cannavino, Leonard (Len) Elmore and Larry Zarin are warranted for serving as non-independent members of certain key board committees.WITHHOLD votes for incumbent compensation committee members Celia Brown, Stephanie Hofmann and Larry Zarin are warranted due to concerns regarding the company's compensation practices.A vote FOR the remaining director nominees is warranted.
1-800-FLOWERS.COM, Inc.	07-Dec-21	Management	11	Yes	Elect Director Larry Zarin	For	For	Withhold	Withhold	WITHHOLD votes for James (Jim) Cannavino, Leonard (Len) Elmore and Larry Zarin are warranted for serving as non-independent members of certain key board committees.WITHHOLD votes for incumbent compensation committee members Celia Brown, Stephanie Hofmann and Larry Zarin are warranted due to concerns regarding the company's compensation practices.A vote FOR the remaining director nominees is warranted.
1-800-FLOWERS.COM, Inc.	07-Dec-21	Management	12	Yes	Ratify BDO USA, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
1st Constitution Bancorp	03-Dec-21	Management	1	Yes	Approve Merger Agreement	For	For	For	For	A vote FOR this proposal is warranted. The strategic rationale appears compelling as FCCY would be better positioned for growth as part of a larger bank with wider scale. The board appears to have run a fairly thorough process, the proposed consideration offers a 14.1 percent premium to the unaffected price, and the stock form of consideration allows shareholders to participate in the potential upside of the combined company.
1st Constitution Bancorp	03-Dec-21	Management	2	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Certain NEOs have employment agreements that provide for cash severance on a modified single trigger basis, which will be canceled upon the merger in exchange for cash severance regardless of continued employment status (single trigger). In addition, outstanding equity awards are subject to single trigger vesting.
1st Constitution Bancorp	03-Dec-21	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted as the underlying transaction (Item 1) merits support.
A-Mark Precious Metals, Inc.	28-Oct-21	Management	1	Yes	Elect Director Jeffrey D. Benjamin	For	For	For	For	A vote FOR all director nominees is warranted.
A-Mark Precious Metals, Inc.	28-Oct-21	Management	2	Yes	Elect Director Ellis Landau	For	For	For	For	A vote FOR all director nominees is warranted.
A-Mark Precious Metals, Inc.	28-Oct-21	Management	3	Yes	Elect Director Beverley Lepine	For	For	For	For	A vote FOR all director nominees is warranted.
A-Mark Precious Metals, Inc.	28-Oct-21	Management	4	Yes	Elect Director John (Jay) U. Moorhead	For	For	For	For	A vote FOR all director nominees is warranted.
A-Mark Precious Metals, Inc.	28-Oct-21	Management	5	Yes	Elect Director Jess M. Ravich	For	For	For	For	A vote FOR all director nominees is warranted.
A-Mark Precious Metals, Inc.	28-Oct-21	Management	6	Yes	Elect Director Gregory N. Roberts	For	For	For	For	A vote FOR all director nominees is warranted.
A-Mark Precious Metals, Inc.	28-Oct-21	Management	7	Yes	Elect Director Monique Sanchez	For	For	For	For	A vote FOR all director nominees is warranted.
A-Mark Precious Metals, Inc.	28-Oct-21	Management	8	Yes	Elect Director Kendall Saville	For	For	For	For	A vote FOR all director nominees is warranted.
A-Mark Precious Metals, Inc.	28-Oct-21	Management	9	Yes	Elect Director Michael R. Wittmeyer	For	For	For	For	A vote FOR all director nominees is warranted.
A-Mark Precious Metals, Inc.	28-Oct-21	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.

B.1.a

DIMENSIONAL FUND ADVISORS PROXY VOTES - JULY TO DECEMBER 31, 2021 Compared to ISS and Public Fund Policy Recommendations										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
A-Mark Precious Metals, Inc.	28-Oct-21	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
A-Mark Precious Metals, Inc.	28-Oct-21	Management	12	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit
AAR Corp.	28-Sep-21	Management	1	Yes	Elect Director Anthony K. Anderson	For	For	For	For	Votes AGAINST Michael Boyce are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
AAR Corp.	28-Sep-21	Management	2	Yes	Elect Director Michael R. Boyce	For	For	Against	Against	Votes AGAINST Michael Boyce are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
AAR Corp.	28-Sep-21	Management	3	Yes	Elect Director David P. Storch	For	For	For	For	Votes AGAINST Michael Boyce are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
AAR Corp.	28-Sep-21	Management	4	Yes	Elect Director Jennifer L. Vogel	For	For	For	For	Votes AGAINST Michael Boyce are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
AAR Corp.	28-Sep-21	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
AAR Corp.	28-Sep-21	Management	6	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
Adtalem Global Education Inc.	10-Nov-21	Management	1	Yes	Elect Director Stephen W. Beard	For	For	For	For	WITHHOLD votes for Lyle Logan are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Adtalem Global Education Inc.	10-Nov-21	Management	2	Yes	Elect Director William W. Burke	For	For	For	For	WITHHOLD votes for Lyle Logan are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Adtalem Global Education Inc.	10-Nov-21	Management	3	Yes	Elect Director Charles DeShazer	For	For	For	For	WITHHOLD votes for Lyle Logan are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Adtalem Global Education Inc.	10-Nov-21	Management	4	Yes	Elect Director Mayur Gupta	For	For	For	For	WITHHOLD votes for Lyle Logan are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Adtalem Global Education Inc.	10-Nov-21	Management	5	Yes	Elect Director Donna J. Hrinak	For	For	For	For	WITHHOLD votes for Lyle Logan are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Adtalem Global Education Inc.	10-Nov-21	Management	6	Yes	Elect Director Georgette Kiser	For	For	For	For	WITHHOLD votes for Lyle Logan are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Adtalem Global Education Inc.	10-Nov-21	Management	7	Yes	Elect Director Lyle Logan	For	For	Withhold	Withhold	WITHHOLD votes for Lyle Logan are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Adtalem Global Education Inc.	10-Nov-21	Management	8	Yes	Elect Director Michael W. Malafronte	For	For	For	For	WITHHOLD votes for Lyle Logan are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Adtalem Global Education Inc.	10-Nov-21	Management	9	Yes	Elect Director Sharon L. O'Keefe	For	For	For	For	WITHHOLD votes for Lyle Logan are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Adtalem Global Education Inc.	10-Nov-21	Management	10	Yes	Elect Director Kenneth J. Phelan	For	For	For	For	WITHHOLD votes for Lyle Logan are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Adtalem Global Education Inc.	10-Nov-21	Management	11	Yes	Elect Director Lisa W. Wardell	For	For	For	For	WITHHOLD votes for Lyle Logan are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Adtalem Global Education Inc.	10-Nov-21	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
Adtalem Global Education Inc.	10-Nov-21	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Advanced Drainage Systems, Inc.	22-Jul-21	Management	1	Yes	Elect Director Anesa T. Chaibi	For	For	For	For	Votes AGAINST Robert Eversole are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Advanced Drainage Systems, Inc.	22-Jul-21	Management	2	Yes	Elect Director Robert M. Eversole	For	For	Against	Against	Votes AGAINST Robert Eversole are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Advanced Drainage Systems, Inc.	22-Jul-21	Management	3	Yes	Elect Director Alexander R. Fischer	For	For	For	For	Votes AGAINST Robert Eversole are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Advanced Drainage Systems, Inc.	22-Jul-21	Management	4	Yes	Elect Director M.A. (Mark) Haney	For	For	For	For	Votes AGAINST Robert Eversole are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Advanced Drainage Systems, Inc.	22-Jul-21	Management	5	Yes	Elect Director Anil Seetharam	For	For	For	For	Votes AGAINST Robert Eversole are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Advanced Drainage Systems, Inc.	22-Jul-21	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Advanced Drainage Systems, Inc.	22-Jul-21	Management	7	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
Advanced Drainage Systems, Inc.	22-Jul-21	Management	8	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
AeroVironment, Inc.	24-Sep-21	Management	1	Yes	Elect Director Cindy K. Lewis	For	For	For	For	A vote FOR Cindy K. Lewis is warranted.
AeroVironment, Inc.	24-Sep-21	Management	2	Yes	Elect Director Wahid Nawabi	For	For	For	For	A vote FOR Cindy K. Lewis is warranted.
AeroVironment, Inc.	24-Sep-21	Management	3	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
AeroVironment, Inc.	24-Sep-21	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
AeroVironment, Inc.	24-Sep-21	Management	5	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards; and* The plan allows for company loans to officers for the exercise of options.
AeroVironment, Inc.	24-Sep-21	Shareholder	6	Yes	Require a Majority Vote for the Election of Directors	None	For	For	For	A vote FOR this proposal is warranted as it would give shareholders a more meaningful voice in the election of directors and further enhance the company's corporate governance.
Agilisys, Inc.	18-Nov-21	Management	1	Yes	Elect Director Donald Colvin	For	For	For	For	WITHHOLD votes for John Mutch are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Agilisys, Inc.	18-Nov-21	Management	2	Yes	Elect Director Dana Jones	For	For	For	For	WITHHOLD votes for John Mutch are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Agilisys, Inc.	18-Nov-21	Management	3	Yes	Elect Director Jerry Jones	For	For	For	For	WITHHOLD votes for John Mutch are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Agilisys, Inc.	18-Nov-21	Management	4	Yes	Elect Director Michael A. Kaufman	For	For	For	For	WITHHOLD votes for John Mutch are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Agilisys, Inc.	18-Nov-21	Management	5	Yes	Elect Director Melvin Keating	For	For	For	For	WITHHOLD votes for John Mutch are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Agilisys, Inc.	18-Nov-21	Management	6	Yes	Elect Director John Mutch	For	For	Withhold	Withhold	WITHHOLD votes for John Mutch are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Agilisys, Inc.	18-Nov-21	Management	7	Yes	Elect Director Ramesh Srinivasan	For	For	For	For	WITHHOLD votes for John Mutch are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.

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DIMENSIONAL FUND ADVISORS PROXY VOTES - JULY TO DECEMBER 31, 2021 Compared to ISS and Public Fund Policy Recommendations										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Agilysys, Inc.	18-Nov-21	Management	8	Yes	Change State of Incorporation from Ohio to Delaware	For	For	For	For	A vote FOR this proposal is warranted. On balance, the reincorporation to Delaware would be favorable to shareholders and their rights.
Agilysys, Inc.	18-Nov-21	Management	9	Yes	Adopt the Jurisdiction of Incorporation as the Exclusive Forum for Ce	For	For	Against	Against	A vote AGAINST this proposal is warranted as exclusive forum provisions have the potential to deprive shareholders of the flexibility to choose the forum in which to file claims and as such cannot be supported under Public Fund Advisory Services policy.
Agilysys, Inc.	18-Nov-21	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Agilysys, Inc.	18-Nov-21	Management	11	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit
Akoustis Technologies, Inc.	28-Oct-21	Management	1	Yes	Elect Director Steven P. DenBaars	For	For	For	For	A vote FOR all director nominees is warranted.
Akoustis Technologies, Inc.	28-Oct-21	Management	2	Yes	Elect Director Arthur E. Geiss	For	For	For	For	A vote FOR all director nominees is warranted.
Akoustis Technologies, Inc.	28-Oct-21	Management	3	Yes	Elect Director J. Michael McGuire	For	For	For	For	A vote FOR all director nominees is warranted.
Akoustis Technologies, Inc.	28-Oct-21	Management	4	Yes	Elect Director Jeffrey K. McMahon	For	For	For	For	A vote FOR all director nominees is warranted.
Akoustis Technologies, Inc.	28-Oct-21	Management	5	Yes	Elect Director Jerry D. Neal	For	For	For	For	A vote FOR all director nominees is warranted.
Akoustis Technologies, Inc.	28-Oct-21	Management	6	Yes	Elect Director Suzanne B. Rudy	For	For	For	For	A vote FOR all director nominees is warranted.
Akoustis Technologies, Inc.	28-Oct-21	Management	7	Yes	Elect Director Jeffrey B. Shealy	For	For	For	For	A vote FOR all director nominees is warranted.
Akoustis Technologies, Inc.	28-Oct-21	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Akoustis Technologies, Inc.	28-Oct-21	Management	9	Yes	Ratify Marcum LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit
Alpha and Omega Semiconductor Limited	11-Nov-21	Management	1	Yes	Elect Director Mike F. Chang	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Alpha and Omega Semiconductor Limited	11-Nov-21	Management	2	Yes	Elect Director Lucas S. Chang	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Alpha and Omega Semiconductor Limited	11-Nov-21	Management	3	Yes	Elect Director Claudia Chen	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Alpha and Omega Semiconductor Limited	11-Nov-21	Management	4	Yes	Elect Director Yueh-Se Ho	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Alpha and Omega Semiconductor Limited	11-Nov-21	Management	5	Yes	Elect Director So-Yeon Jeong	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Alpha and Omega Semiconductor Limited	11-Nov-21	Management	6	Yes	Elect Director Hanning (Helen) Li	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Alpha and Omega Semiconductor Limited	11-Nov-21	Management	7	Yes	Elect Director King Owyang	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Alpha and Omega Semiconductor Limited	11-Nov-21	Management	8	Yes	Elect Director Michael L. Pfeiffer	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Alpha and Omega Semiconductor Limited	11-Nov-21	Management	9	Yes	Elect Director Michael J. Salameh	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Alpha and Omega Semiconductor Limited	11-Nov-21	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time and no significant concerns were identified.
Alpha and Omega Semiconductor Limited	11-Nov-21	Management	11	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because:* The company's potential Voting Power Dilution (VPD) for all incentive plans of 16.33 percent is excessive; and* The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Alpha and Omega Semiconductor Limited	11-Nov-21	Management	12	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	Votes FOR this proposal are warranted as the voting power dilution is not excessive.
Alpha and Omega Semiconductor Limited	11-Nov-21	Management	13	Yes	Approve BDO USA, LLP as Auditors and Authorize Board to Fix The	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit
Altabancorp	31-Aug-21	Management	1	Yes	Approve Merger Agreement	For	For	For	For	A vote FOR this proposal is warranted given the compelling strategic rationale, the fair exchange ratio and valuation, and the equity form of consideration which allows shareholders to participate in the potential upside of the combined company.
Altabancorp	31-Aug-21	Management	2	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While no excise tax gross-ups are payable, cash severance, including retention and transition awards, does not require a qualifying termination of employment. In addition, outstanding equity awards are subject to single-trigger vesting.
Altabancorp	31-Aug-21	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this agenda item is warranted as the underlying transaction warrants support.
Amerant Bancorp, Inc.	15-Nov-21	Management	1	Yes	Approve Merger Agreement	For	For	For	For	A vote FOR this proposal is warranted as it would simplify the company's capital structure.
America's Car-Mart, Inc.	25-Aug-21	Management	1	Yes	Elect Director Ann G. Bordelon	For	For	For	For	Votes AGAINST Daniel Englander are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
America's Car-Mart, Inc.	25-Aug-21	Management	2	Yes	Elect Director Julia K. Davis	For	For	For	For	Votes AGAINST Daniel Englander are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
America's Car-Mart, Inc.	25-Aug-21	Management	3	Yes	Elect Director Daniel J. Englander	For	For	Against	Against	Votes AGAINST Daniel Englander are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
America's Car-Mart, Inc.	25-Aug-21	Management	4	Yes	Elect Director William H. Henderson	For	For	For	For	Votes AGAINST Daniel Englander are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
America's Car-Mart, Inc.	25-Aug-21	Management	5	Yes	Elect Director Dawn C. Morris	For	For	For	For	Votes AGAINST Daniel Englander are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
America's Car-Mart, Inc.	25-Aug-21	Management	6	Yes	Elect Director Joshua G. Welch	For	For	For	For	Votes AGAINST Daniel Englander are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
America's Car-Mart, Inc.	25-Aug-21	Management	7	Yes	Elect Director Jeffrey A. Williams	For	For	For	For	Votes AGAINST Daniel Englander are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
America's Car-Mart, Inc.	25-Aug-21	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
America's Car-Mart, Inc.	25-Aug-21	Management	9	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
American Outdoor Brands, Inc.	24-Sep-21	Management	1	Yes	Elect Director Brian D. Murphy	For	For	For	For	A vote FOR the director nominees is warranted.
American Outdoor Brands, Inc.	24-Sep-21	Management	2	Yes	Elect Director Mary E. Gallagher	For	For	For	For	A vote FOR the director nominees is warranted.
American Outdoor Brands, Inc.	24-Sep-21	Management	3	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit
American River Bankshares	28-Jul-21	Management	1	Yes	Approve Merger Agreement	For	For	For	For	A vote FOR this proposal is warranted in light of the premium and valuation, the downside risk of non-approval, and the strategic rationale.
American River Bankshares	28-Jul-21	Management	2	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted, as support for the underlying transaction is warranted.
American River Bankshares	28-Jul-21	Management	3	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Cash severance is double trigger and of a reasonable basis, with no excise tax gross-ups expected. In addition, although outstanding equity held by executives will auto-accelerate at the merger close, the overall value is reasonable.
American Software, Inc.	18-Aug-21	Management	1	Yes	Elect Director Lizanne Thomas	For	For	For	For	Votes AGAINST non-independent nominee James Miller Jr. are warranted for lack of a majority independent board, for serving as a non-independent member of a key board committee, and for the company's lack of a formal nominating committee.A vote FOR Lizanne Thomas is warranted.
American Software, Inc.	18-Aug-21	Management	2	Yes	Elect Director James B. Miller, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominee James Miller Jr. are warranted for lack of a majority independent board, for serving as a non-independent member of a key board committee, and for the company's lack of a formal nominating committee.A vote FOR Lizanne Thomas is warranted.
American Software, Inc.	18-Aug-21	Management	3	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
American Software, Inc.	18-Aug-21	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.

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DIMENSIONAL FUND ADVISORS PROXY VOTES - JULY TO DECEMBER 31, 2021 Compared to ISS and Public Fund Policy Recommendations										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
American Software, Inc.	18-Aug-21	Management	5	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because:" The company's potential Voting Power Dilution (VPD) for all incentive plans of 19.86 percent is excessive." The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
American Superconductor Corporation	30-Jul-21	Management	1	Yes	Elect Director Vikram S. Budhraja	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Daniel McGahn, Vikram Budhraja and David Oliver Jr. are warranted for lack of a majority independent board.WITHHOLD votes for Vikram Budhraja and David Oliver Jr. are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for governance committee chair Arthur House are further warranted due to the board's unilateral adoption of an exclusive forum bylaw.A vote FOR Barbara (Bar) Littlefield is warranted.
American Superconductor Corporation	30-Jul-21	Management	2	Yes	Elect Director Arthur H. House	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Daniel McGahn, Vikram Budhraja and David Oliver Jr. are warranted for lack of a majority independent board.WITHHOLD votes for Vikram Budhraja and David Oliver Jr. are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for governance committee chair Arthur House are further warranted due to the board's unilateral adoption of an exclusive forum bylaw.A vote FOR Barbara (Bar) Littlefield is warranted.
American Superconductor Corporation	30-Jul-21	Management	3	Yes	Elect Director Barbara G. Littlefield	For	For	For	For	WITHHOLD votes for non-independent nominees Daniel McGahn, Vikram Budhraja and David Oliver Jr. are warranted for lack of a majority independent board.WITHHOLD votes for Vikram Budhraja and David Oliver Jr. are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for governance committee chair Arthur House are further warranted due to the board's unilateral adoption of an exclusive forum bylaw.A vote FOR Barbara (Bar) Littlefield is warranted.
American Superconductor Corporation	30-Jul-21	Management	4	Yes	Elect Director Daniel P. McGahn	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Daniel McGahn, Vikram Budhraja and David Oliver Jr. are warranted for lack of a majority independent board.WITHHOLD votes for Vikram Budhraja and David Oliver Jr. are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for governance committee chair Arthur House are further warranted due to the board's unilateral adoption of an exclusive forum bylaw.A vote FOR Barbara (Bar) Littlefield is warranted.
American Superconductor Corporation	30-Jul-21	Management	5	Yes	Elect Director David R. Oliver, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Daniel McGahn, Vikram Budhraja and David Oliver Jr. are warranted for lack of a majority independent board.WITHHOLD votes for Vikram Budhraja and David Oliver Jr. are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for governance committee chair Arthur House are further warranted due to the board's unilateral adoption of an exclusive forum bylaw.A vote FOR Barbara (Bar) Littlefield is warranted.
American Superconductor Corporation	30-Jul-21	Management	6	Yes	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
American Woodmark Corporation	26-Aug-21	Management	1	Yes	Elect Director Andrew B. Cogan	For	For	Against	Against	Votes AGAINST non-independent nominees Vance Tang, M. Scott Culbreth, Andrew Cogan, James Davis Jr., Martha Hayes (Martha M. Dally), Daniel Hendrix and Carol Moerdyk are warranted for lack of a majority independent board.Votes AGAINST Vance Tang, Andrew Cogan, James Davis Jr., Martha Hayes (Martha M. Dally), Daniel Hendrix and Carol Moerdyk are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
American Woodmark Corporation	26-Aug-21	Management	2	Yes	Elect Director M. Scott Culbreth	For	For	Against	Against	Votes AGAINST non-independent nominees Vance Tang, M. Scott Culbreth, Andrew Cogan, James Davis Jr., Martha Hayes (Martha M. Dally), Daniel Hendrix and Carol Moerdyk are warranted for lack of a majority independent board.Votes AGAINST Vance Tang, Andrew Cogan, James Davis Jr., Martha Hayes (Martha M. Dally), Daniel Hendrix and Carol Moerdyk are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
American Woodmark Corporation	26-Aug-21	Management	3	Yes	Elect Director James G. Davis, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Vance Tang, M. Scott Culbreth, Andrew Cogan, James Davis Jr., Martha Hayes (Martha M. Dally), Daniel Hendrix and Carol Moerdyk are warranted for lack of a majority independent board.Votes AGAINST Vance Tang, Andrew Cogan, James Davis Jr., Martha Hayes (Martha M. Dally), Daniel Hendrix and Carol Moerdyk are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
American Woodmark Corporation	26-Aug-21	Management	4	Yes	Elect Director Martha M. Hayes	For	For	Against	Against	Votes AGAINST non-independent nominees Vance Tang, M. Scott Culbreth, Andrew Cogan, James Davis Jr., Martha Hayes (Martha M. Dally), Daniel Hendrix and Carol Moerdyk are warranted for lack of a majority independent board.Votes AGAINST Vance Tang, Andrew Cogan, James Davis Jr., Martha Hayes (Martha M. Dally), Daniel Hendrix and Carol Moerdyk are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
American Woodmark Corporation	26-Aug-21	Management	5	Yes	Elect Director Daniel T. Hendrix	For	For	Against	Against	Votes AGAINST non-independent nominees Vance Tang, M. Scott Culbreth, Andrew Cogan, James Davis Jr., Martha Hayes (Martha M. Dally), Daniel Hendrix and Carol Moerdyk are warranted for lack of a majority independent board.Votes AGAINST Vance Tang, Andrew Cogan, James Davis Jr., Martha Hayes (Martha M. Dally), Daniel Hendrix and Carol Moerdyk are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
American Woodmark Corporation	26-Aug-21	Management	6	Yes	Elect Director Carol B. Moerdyk	For	For	Against	Against	Votes AGAINST non-independent nominees Vance Tang, M. Scott Culbreth, Andrew Cogan, James Davis Jr., Martha Hayes (Martha M. Dally), Daniel Hendrix and Carol Moerdyk are warranted for lack of a majority independent board.Votes AGAINST Vance Tang, Andrew Cogan, James Davis Jr., Martha Hayes (Martha M. Dally), Daniel Hendrix and Carol Moerdyk are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
American Woodmark Corporation	26-Aug-21	Management	7	Yes	Elect Director David A. Rodriguez	For	For	For	For	Votes AGAINST non-independent nominees Vance Tang, M. Scott Culbreth, Andrew Cogan, James Davis Jr., Martha Hayes (Martha M. Dally), Daniel Hendrix and Carol Moerdyk are warranted for lack of a majority independent board.Votes AGAINST Vance Tang, Andrew Cogan, James Davis Jr., Martha Hayes (Martha M. Dally), Daniel Hendrix and Carol Moerdyk are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.

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DIMENSIONAL FUND ADVISORS PROXY VOTES - JULY TO DECEMBER 31, 2021 Compared to ISS and Public Fund Policy Recommendations										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
American Woodmark Corporation	26-Aug-21	Management	8	Yes	Elect Director Vance W. Tang	For	For	Against	Against	Votes AGAINST non-independent nominees Vance Tang, M. Scott Culbreth, Andrew Cogan, James Davis Jr., Martha Hayes (Martha M. Dally), Daniel Hendrix and Carol Moerdyk are warranted for lack of a majority independent board.Votes AGAINST Vance Tang, Andrew Cogan, James Davis Jr., Martha Hayes (Martha M. Dally), Daniel Hendrix and Carol Moerdyk are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
American Woodmark Corporation	26-Aug-21	Management	9	Yes	Elect Director Emily C. Videtto	For	For	For	For	Votes AGAINST non-independent nominees Vance Tang, M. Scott Culbreth, Andrew Cogan, James Davis Jr., Martha Hayes (Martha M. Dally), Daniel Hendrix and Carol Moerdyk are warranted for lack of a majority independent board.Votes AGAINST Vance Tang, Andrew Cogan, James Davis Jr., Martha Hayes (Martha M. Dally), Daniel Hendrix and Carol Moerdyk are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
American Woodmark Corporation	26-Aug-21	Management	10	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
American Woodmark Corporation	26-Aug-21	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
AngioDynamics, Inc.	03-Nov-21	Management	1	Yes	Elect Director Karen A. Licitra	For	For	For	For	WITHHOLD votes for non-independent nominee Wesley Johnson Jr. are warranted for lack of a majority independent board and for serving as a non-independent member of certain key board committees.A vote FOR Karen A. Licitra is warranted.
AngioDynamics, Inc.	03-Nov-21	Management	2	Yes	Elect Director Wesley E. Johnson, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Wesley Johnson Jr. are warranted for lack of a majority independent board and for serving as a non-independent member of certain key board committees.A vote FOR Karen A. Licitra is warranted.
AngioDynamics, Inc.	03-Nov-21	Management	3	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
AngioDynamics, Inc.	03-Nov-21	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Anterix Inc.	06-Aug-21	Management	1	Yes	Elect Director Morgan E. O'Brien	For	For	For	For	Votes AGAINST incumbent governance committee member Singleton McAllister are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights.A vote FOR the remaining director nominees is warranted.
Anterix Inc.	06-Aug-21	Management	2	Yes	Elect Director Robert H. Schwartz	For	For	For	For	Votes AGAINST incumbent governance committee member Singleton McAllister are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights.A vote FOR the remaining director nominees is warranted.
Anterix Inc.	06-Aug-21	Management	3	Yes	Elect Director Hamid Akhavan	For	For	For	For	Votes AGAINST incumbent governance committee member Singleton McAllister are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights.A vote FOR the remaining director nominees is warranted.
Anterix Inc.	06-Aug-21	Management	4	Yes	Elect Director Leslie B. Daniels	For	For	For	For	Votes AGAINST incumbent governance committee member Singleton McAllister are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights.A vote FOR the remaining director nominees is warranted.
Anterix Inc.	06-Aug-21	Management	5	Yes	Elect Director Gregory A. Haller	For	For	For	For	Votes AGAINST incumbent governance committee member Singleton McAllister are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights.A vote FOR the remaining director nominees is warranted.
Anterix Inc.	06-Aug-21	Management	6	Yes	Elect Director Singleton B. McAllister	For	Against	Against	Against	Votes AGAINST incumbent governance committee member Singleton McAllister are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights.A vote FOR the remaining director nominees is warranted.
Anterix Inc.	06-Aug-21	Management	7	Yes	Elect Director Gregory A. Pratt	For	For	For	For	Votes AGAINST incumbent governance committee member Singleton McAllister are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights.A vote FOR the remaining director nominees is warranted.
Anterix Inc.	06-Aug-21	Management	8	Yes	Elect Director Paul Saleh	For	For	For	For	Votes AGAINST incumbent governance committee member Singleton McAllister are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights.A vote FOR the remaining director nominees is warranted.
Anterix Inc.	06-Aug-21	Management	9	Yes	Elect Director Mahvash Yazdi	For	For	For	For	Votes AGAINST incumbent governance committee member Singleton McAllister are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights.A vote FOR the remaining director nominees is warranted.
Anterix Inc.	06-Aug-21	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While the company made some improvements to disclosure of short-term incentive metrics, and the long-term incentive program is primarily performance-based, structural concerns remain. Specifically, annual incentive payout decisions lack transparency, as certain goals and actual results were not disclosed, and certain forward-looking goals for performance-based equity awards are not disclosed, either. Further, NEOs other than the CEO received entirely time-based long-term incentives.
Anterix Inc.	06-Aug-21	Management	11	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit
Applied Genetic Technologies Corporation	30-Nov-21	Management	1	Yes	Elect Director Scott Koenig	For	For	Withhold	Withhold	WITHHOLD votes for Scott Koenig are warranted for serving as a non-independent member of a key board committee and for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
Applied Genetic Technologies Corporation	30-Nov-21	Management	2	Yes	Elect Director Yehia Hashad	For	For	For	For	WITHHOLD votes for Scott Koenig are warranted for serving as a non-independent member of a key board committee and for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
Applied Genetic Technologies Corporation	30-Nov-21	Management	3	Yes	Elect Director Ivana Magovcevic-Liebisch	For	For	For	For	WITHHOLD votes for Scott Koenig are warranted for serving as a non-independent member of a key board committee and for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
Applied Genetic Technologies Corporation	30-Nov-21	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Applied Genetic Technologies Corporation	30-Nov-21	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Applied Industrial Technologies, Inc.	26-Oct-21	Management	1	Yes	Elect Director Madhuri A. Andrews	For	For	For	For	WITHHOLD votes for Peter Dorsman are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Applied Industrial Technologies, Inc.	26-Oct-21	Management	2	Yes	Elect Director Peter A. Dorsman	For	For	Withhold	Withhold	WITHHOLD votes for Peter Dorsman are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Applied Industrial Technologies, Inc.	26-Oct-21	Management	3	Yes	Elect Director Vincent K. Petrella	For	For	For	For	WITHHOLD votes for Peter Dorsman are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Applied Industrial Technologies, Inc.	26-Oct-21	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Applied Industrial Technologies, Inc.	26-Oct-21	Management	5	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
Apix Medical Corporation	06-Aug-21	Management	1	Yes	Elect Director Andrew Makrides	For	For	For	For	Votes AGAINST incumbent Compensation Committee members Michael Geraghty, John Andres, and Lawrence Waldman are warranted due to an unmitigated pay-for-performance misalignment.A vote FOR the remaining director nominees is warranted.
Apix Medical Corporation	06-Aug-21	Management	2	Yes	Elect Director Charles D. Goodwin	For	For	For	For	Votes AGAINST incumbent Compensation Committee members Michael Geraghty, John Andres, and Lawrence Waldman are warranted due to an unmitigated pay-for-performance misalignment.A vote FOR the remaining director nominees is warranted.
Apix Medical Corporation	06-Aug-21	Management	3	Yes	Elect Director Michael E. Geraghty	For	Against	Against	Against	Votes AGAINST incumbent Compensation Committee members Michael Geraghty, John Andres, and Lawrence Waldman are warranted due to an unmitigated pay-for-performance misalignment.A vote FOR the remaining director nominees is warranted.
Apix Medical Corporation	06-Aug-21	Management	4	Yes	Elect Director Lawrence J. Waldman	For	Against	Against	Against	Votes AGAINST incumbent Compensation Committee members Michael Geraghty, John Andres, and Lawrence Waldman are warranted due to an unmitigated pay-for-performance misalignment.A vote FOR the remaining director nominees is warranted.
Apix Medical Corporation	06-Aug-21	Management	5	Yes	Elect Director John Andres	For	Against	Against	Against	Votes AGAINST incumbent Compensation Committee members Michael Geraghty, John Andres, and Lawrence Waldman are warranted due to an unmitigated pay-for-performance misalignment.A vote FOR the remaining director nominees is warranted.
Apix Medical Corporation	06-Aug-21	Management	6	Yes	Elect Director Craig A. Swandal	For	For	For	For	Votes AGAINST incumbent Compensation Committee members Michael Geraghty, John Andres, and Lawrence Waldman are warranted due to an unmitigated pay-for-performance misalignment.A vote FOR the remaining director nominees is warranted.
Apix Medical Corporation	06-Aug-21	Management	7	Yes	Elect Director Minnie Baylor-Henry	For	For	For	For	Votes AGAINST incumbent Compensation Committee members Michael Geraghty, John Andres, and Lawrence Waldman are warranted due to an unmitigated pay-for-performance misalignment.A vote FOR the remaining director nominees is warranted.
Apix Medical Corporation	06-Aug-21	Management	8	Yes	Ratify RSM US, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit
Apix Medical Corporation	06-Aug-21	Management	9	Yes	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: " The company's potential Voting Power Dilution (VPD) for all incentive plans of 20.16 percent is excessive." The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Aspen Group, Inc.	22-Dec-21	Management	1	Yes	Elect Director Michael Mathews	For	For	For	For	WITHHOLD votes are warranted for compensation committee members Norman Dicks and Joan Prince for failing to include a say-on-pay proposal on the ballot after shareholders supported an annual say-on-pay frequency at the 2020 annual meeting. The company did not disclose any reason for the non-inclusion of the proposal. In the absence of a say-on-pay proposal, WITHHOLD votes are further warranted for compensation committee member Norman Dicks for entering into a new NEO agreement with a "modified single-trigger" provision, which would allow an employee to elect to leave the company and still receive change-in-control payments over a certain period of time.A vote FOR the remaining director nominees is warranted.
Aspen Group, Inc.	22-Dec-21	Management	2	Yes	Elect Director Norman D. Dicks	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for compensation committee members Norman Dicks and Joan Prince for failing to include a say-on-pay proposal on the ballot after shareholders supported an annual say-on-pay frequency at the 2020 annual meeting. The company did not disclose any reason for the non-inclusion of the proposal. In the absence of a say-on-pay proposal, WITHHOLD votes are further warranted for compensation committee member Norman Dicks for entering into a new NEO agreement with a "modified single-trigger" provision, which would allow an employee to elect to leave the company and still receive change-in-control payments over a certain period of time.A vote FOR the remaining director nominees is warranted.
Aspen Group, Inc.	22-Dec-21	Management	3	Yes	Elect Director Andrew Kaplan	For	For	For	For	WITHHOLD votes are warranted for compensation committee members Norman Dicks and Joan Prince for failing to include a say-on-pay proposal on the ballot after shareholders supported an annual say-on-pay frequency at the 2020 annual meeting. The company did not disclose any reason for the non-inclusion of the proposal. In the absence of a say-on-pay proposal, WITHHOLD votes are further warranted for compensation committee member Norman Dicks for entering into a new NEO agreement with a "modified single-trigger" provision, which would allow an employee to elect to leave the company and still receive change-in-control payments over a certain period of time.A vote FOR the remaining director nominees is warranted.
Aspen Group, Inc.	22-Dec-21	Management	4	Yes	Elect Director Douglas Kass	For	For	For	For	WITHHOLD votes are warranted for compensation committee members Norman Dicks and Joan Prince for failing to include a say-on-pay proposal on the ballot after shareholders supported an annual say-on-pay frequency at the 2020 annual meeting. The company did not disclose any reason for the non-inclusion of the proposal. In the absence of a say-on-pay proposal, WITHHOLD votes are further warranted for compensation committee member Norman Dicks for entering into a new NEO agreement with a "modified single-trigger" provision, which would allow an employee to elect to leave the company and still receive change-in-control payments over a certain period of time.A vote FOR the remaining director nominees is warranted.
Aspen Group, Inc.	22-Dec-21	Management	5	Yes	Elect Director Michael Koehneman	For	For	For	For	WITHHOLD votes are warranted for compensation committee members Norman Dicks and Joan Prince for failing to include a say-on-pay proposal on the ballot after shareholders supported an annual say-on-pay frequency at the 2020 annual meeting. The company did not disclose any reason for the non-inclusion of the proposal. In the absence of a say-on-pay proposal, WITHHOLD votes are further warranted for compensation committee member Norman Dicks for entering into a new NEO agreement with a "modified single-trigger" provision, which would allow an employee to elect to leave the company and still receive change-in-control payments over a certain period of time.A vote FOR the remaining director nominees is warranted.

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Aspen Group, Inc.	22-Dec-21	Management	6	Yes	Elect Director Joan Prince	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for compensation committee members Norman Dicks and Joan Prince for failing to include a say-on-pay proposal on the ballot after shareholders supported an annual say-on-pay frequency at the 2020 annual meeting. The company did not disclose any reason for the non-inclusion of the proposal. In the absence of a say-on-pay proposal, WITHHOLD votes are further warranted for compensation committee member Norman Dicks for entering into a new NEO agreement with a "modified single-trigger" provision, which would allow an employee to elect to leave the company and still receive change-in-control payments over a certain period of time.A vote FOR the remaining director nominees is warranted.
Aspen Group, Inc.	22-Dec-21	Management	7	Yes	Elect Director Sanford Rich	For	For	For	For	WITHHOLD votes are warranted for compensation committee members Norman Dicks and Joan Prince for failing to include a say-on-pay proposal on the ballot after shareholders supported an annual say-on-pay frequency at the 2020 annual meeting. The company did not disclose any reason for the non-inclusion of the proposal. In the absence of a say-on-pay proposal, WITHHOLD votes are further warranted for compensation committee member Norman Dicks for entering into a new NEO agreement with a "modified single-trigger" provision, which would allow an employee to elect to leave the company and still receive change-in-control payments over a certain period of time.A vote FOR the remaining director nominees is warranted.
Aspen Group, Inc.	22-Dec-21	Management	8	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: "The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Aspen Group, Inc.	22-Dec-21	Management	9	Yes	Ratify Salberg & Company, P.A. as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
Aspen Group, Inc.	22-Dec-21	Management	10	Yes	Adjourn Meeting	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that it is not narrowly crafted, and Item 2 does not warrant support.
Atlantic Capital Bancshares, Inc.	16-Nov-21	Management	1	Yes	Approve Merger Agreement	For	For	For	For	While shareholders are receiving a premium to the day prior to the merger announcement, the merger consideration at announcement was a discount to ACBI's 52-week high before announcement. The attendant concerns regarding the premium are heightened by a sale process which does not appear to have been thorough. That being said, the implied valuation appears fair, the merger is expected to generate meaningful costs savings, shareholders may benefit from the expected financial benefits and potential upside of the combined company, and the strategic rationale for the merger appears sound. Lastly, despite a reasonable termination fee, a superior offer has not emerged. As such, support FOR the proposed transaction is warranted.
Atlantic Capital Bancshares, Inc.	16-Nov-21	Management	2	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although cash severance is double trigger and reasonably based, and equity awards are subject to double trigger vesting, continuing NEOs' new employment agreements provide for problematic single-trigger deferred income payments equal to their full cash severance under their original severance agreements.
Atlantic Capital Bancshares, Inc.	16-Nov-21	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR the proposed agenda item is warranted as the underlying transaction warrants
Aviat Networks, Inc.	10-Nov-21	Management	1	Yes	Elect Director John Mutch	For	For	For	For	Votes AGAINST James Stoffel are warranted for serving as a non-independent member of all key board committees.A vote FOR the remaining director nominees is warranted.
Aviat Networks, Inc.	10-Nov-21	Management	2	Yes	Elect Director Bryan Ingram	For	For	For	For	Votes AGAINST James Stoffel are warranted for serving as a non-independent member of all key board committees.A vote FOR the remaining director nominees is warranted.
Aviat Networks, Inc.	10-Nov-21	Management	3	Yes	Elect Director Michele Klein	For	For	For	For	Votes AGAINST James Stoffel are warranted for serving as a non-independent member of all key board committees.A vote FOR the remaining director nominees is warranted.
Aviat Networks, Inc.	10-Nov-21	Management	4	Yes	Elect Director Somesh Singh	For	For	For	For	Votes AGAINST James Stoffel are warranted for serving as a non-independent member of all key board committees.A vote FOR the remaining director nominees is warranted.
Aviat Networks, Inc.	10-Nov-21	Management	5	Yes	Elect Director Peter Smith	For	For	For	For	Votes AGAINST James Stoffel are warranted for serving as a non-independent member of all key board committees.A vote FOR the remaining director nominees is warranted.
Aviat Networks, Inc.	10-Nov-21	Management	6	Yes	Elect Director James C. Stoffel	For	For	Against	Against	Votes AGAINST James Stoffel are warranted for serving as a non-independent member of all key board committees.A vote FOR the remaining director nominees is warranted.
Aviat Networks, Inc.	10-Nov-21	Management	7	Yes	Ratify BDO USA, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Aviat Networks, Inc.	10-Nov-21	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Aviat Networks, Inc.	10-Nov-21	Management	9	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: " The company's potential Voting Power Dilution (VPD) for all incentive plans of 21.33 percent is excessive; and" The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Avid Bioservices, Inc.	21-Oct-21	Management	1	Yes	Elect Director Esther M. Alegria	For	For	For	For	A vote FOR all director nominees is warranted.
Avid Bioservices, Inc.	21-Oct-21	Management	2	Yes	Elect Director Joseph Carleone	For	For	For	For	A vote FOR all director nominees is warranted.
Avid Bioservices, Inc.	21-Oct-21	Management	3	Yes	Elect Director Nicholas S. Green	For	For	For	For	A vote FOR all director nominees is warranted.
Avid Bioservices, Inc.	21-Oct-21	Management	4	Yes	Elect Director Richard B. Hancock	For	For	For	For	A vote FOR all director nominees is warranted.
Avid Bioservices, Inc.	21-Oct-21	Management	5	Yes	Elect Director Catherine J. Mackey	For	For	For	For	A vote FOR all director nominees is warranted.
Avid Bioservices, Inc.	21-Oct-21	Management	6	Yes	Elect Director Gregory P. Sargen	For	For	For	For	A vote FOR all director nominees is warranted.
Avid Bioservices, Inc.	21-Oct-21	Management	7	Yes	Elect Director Jeanne A. Thoma	For	For	For	For	A vote FOR all director nominees is warranted.
Avid Bioservices, Inc.	21-Oct-21	Management	8	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
Avid Bioservices, Inc.	21-Oct-21	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted given the concerns raised with respect to the company's provision of large miscellaneous perquisites to the CEO, the lack of long-term performance metrics for awards granted in the most recent fiscal year, and the inclusion of outsized companies in the company's peer group for compensation benchmarking.
Avid Bioservices, Inc.	21-Oct-21	Management	10	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Avnet, Inc.	18-Nov-21	Management	1	Yes	Elect Director Rodney C. Adkins	For	For	For	For	Votes AGAINST William Schumann III are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Avnet, Inc.	18-Nov-21	Management	2	Yes	Elect Director Carlo Bozotti	For	For	For	For	Votes AGAINST William Schumann III are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Avnet, Inc.	18-Nov-21	Management	3	Yes	Elect Director Brenda L. Freeman	For	For	For	For	Votes AGAINST William Schumann III are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Avnet, Inc.	18-Nov-21	Management	4	Yes	Elect Director Philip R. Gallagher	For	For	For	For	Votes AGAINST William Schumann III are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Avnet, Inc.	18-Nov-21	Management	5	Yes	Elect Director Jo Ann Jenkins	For	For	For	For	Votes AGAINST William Schumann III are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Avnet, Inc.	18-Nov-21	Management	6	Yes	Elect Director Oleg Khaykin	For	For	For	For	Votes AGAINST William Schumann III are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.

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Avnet, Inc.	18-Nov-21	Management	7	Yes	Elect Director James A. Lawrence	For	For	For	For	Votes AGAINST William Schumann III are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Avnet, Inc.	18-Nov-21	Management	8	Yes	Elect Director Ernest E. Maddock	For	For	For	For	Votes AGAINST William Schumann III are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Avnet, Inc.	18-Nov-21	Management	9	Yes	Elect Director Avid Modjtabai	For	For	For	For	Votes AGAINST William Schumann III are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Avnet, Inc.	18-Nov-21	Management	10	Yes	Elect Director Adalio T. Sanchez	For	For	For	For	Votes AGAINST William Schumann III are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Avnet, Inc.	18-Nov-21	Management	11	Yes	Elect Director William H. Schumann, III	For	For	Against	Against	Votes AGAINST William Schumann III are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Avnet, Inc.	18-Nov-21	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Avnet, Inc.	18-Nov-21	Management	13	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Avnet, Inc.	18-Nov-21	Management	14	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
Axos Financial, Inc.	21-Oct-21	Management	1	Yes	Elect Director Gregory Garabrants	For	For	For	For	WITHHOLD votes for Compensation Committee member Paul Grinberg are warranted due to concerns regarding consecutive years of elevated pay to the chairman of the board.WITHHOLD votes for Paul Grinberg are also warranted for serving as a non-independent member of a key board committee.Votes FOR the remaining director nominees are warranted.
Axos Financial, Inc.	21-Oct-21	Management	2	Yes	Elect Director Paul J. Grinberg	For	Withhold	Withhold	Withhold	WITHHOLD votes for Compensation Committee member Paul Grinberg are warranted due to concerns regarding consecutive years of elevated pay to the chairman of the board.WITHHOLD votes for Paul Grinberg are also warranted for serving as a non-independent member of a key board committee.Votes FOR the remaining director nominees are warranted.
Axos Financial, Inc.	21-Oct-21	Management	3	Yes	Elect Director Uzair Dada	For	For	For	For	WITHHOLD votes for Compensation Committee member Paul Grinberg are warranted due to concerns regarding consecutive years of elevated pay to the chairman of the board.WITHHOLD votes for Paul Grinberg are also warranted for serving as a non-independent member of a key board committee.Votes FOR the remaining director nominees are warranted.
Axos Financial, Inc.	21-Oct-21	Management	4	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: " The plan administrator may provide loans to exercise awards; and" The company's three-year average burn rate is excessive.
Axos Financial, Inc.	21-Oct-21	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Axos Financial, Inc.	21-Oct-21	Management	6	Yes	Ratify BDO USA, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
AZZ Inc.	13-Jul-21	Management	1	Yes	Elect Director Daniel E. Berce	For	For	Withhold	Withhold	WITHHOLD votes for Daniel Feehan and Daniel Berce are warranted for serving as non-independent members of a key board committee.Votes FOR the remaining nominees are
AZZ Inc.	13-Jul-21	Management	2	Yes	Elect Director Paul Eisman	For	For	For	For	WITHHOLD votes for Daniel Feehan and Daniel Berce are warranted for serving as non-independent members of a key board committee.Votes FOR the remaining nominees are
AZZ Inc.	13-Jul-21	Management	3	Yes	Elect Director Daniel R. Feehan	For	For	Withhold	Withhold	WITHHOLD votes for Daniel Feehan and Daniel Berce are warranted for serving as non-independent members of a key board committee.Votes FOR the remaining nominees are
AZZ Inc.	13-Jul-21	Management	4	Yes	Elect Director Thomas E. Ferguson	For	For	For	For	WITHHOLD votes for Daniel Feehan and Daniel Berce are warranted for serving as non-independent members of a key board committee.Votes FOR the remaining nominees are
AZZ Inc.	13-Jul-21	Management	5	Yes	Elect Director Clive A. Granum	For	For	For	For	WITHHOLD votes for Daniel Feehan and Daniel Berce are warranted for serving as non-independent members of a key board committee.Votes FOR the remaining nominees are
AZZ Inc.	13-Jul-21	Management	6	Yes	Elect Director Carol R. Jackson	For	For	For	For	WITHHOLD votes for Daniel Feehan and Daniel Berce are warranted for serving as non-independent members of a key board committee.Votes FOR the remaining nominees are
AZZ Inc.	13-Jul-21	Management	7	Yes	Elect Director Venita McCellon-Allen	For	For	For	For	WITHHOLD votes for Daniel Feehan and Daniel Berce are warranted for serving as non-independent members of a key board committee.Votes FOR the remaining nominees are
AZZ Inc.	13-Jul-21	Management	8	Yes	Elect Director Ed McGough	For	For	For	For	WITHHOLD votes for Daniel Feehan and Daniel Berce are warranted for serving as non-independent members of a key board committee.Votes FOR the remaining nominees are
AZZ Inc.	13-Jul-21	Management	9	Yes	Elect Director Steven R. Purvis	For	For	For	For	WITHHOLD votes for Daniel Feehan and Daniel Berce are warranted for serving as non-independent members of a key board committee.Votes FOR the remaining nominees are
AZZ Inc.	13-Jul-21	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A cautionary vote FOR this proposal is warranted. Although the company adjusted the STI performance goals which led to above target bonuses to the NEOs, it did not result in a pay-for-performance misalignment.
AZZ Inc.	13-Jul-21	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
AZZ Inc.	13-Jul-21	Management	12	Yes	Ratify Grant Thornton LLP as Auditor	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit
Ballantyne Strong, Inc.	06-Dec-21	Management	1	Yes	Elect Director D. Kyle Cerminara	For	For	Withhold	Withhold	WITHHOLD votes for Daniel Kyle Cerminara are warranted for serving as a director on more than four public company boards.WITHHOLD votes for Larry Swets Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
Ballantyne Strong, Inc.	06-Dec-21	Management	2	Yes	Elect Director William J. Gerber	For	For	For	For	WITHHOLD votes for Daniel Kyle Cerminara are warranted for serving as a director on more than four public company boards.WITHHOLD votes for Larry Swets Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
Ballantyne Strong, Inc.	06-Dec-21	Management	3	Yes	Elect Director Charles T. Lanktree	For	For	For	For	WITHHOLD votes for Daniel Kyle Cerminara are warranted for serving as a director on more than four public company boards.WITHHOLD votes for Larry Swets Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
Ballantyne Strong, Inc.	06-Dec-21	Management	4	Yes	Elect Director Michael C. Mitchell	For	For	For	For	WITHHOLD votes for Daniel Kyle Cerminara are warranted for serving as a director on more than four public company boards.WITHHOLD votes for Larry Swets Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
Ballantyne Strong, Inc.	06-Dec-21	Management	5	Yes	Elect Director Robert J. Roschman	For	For	For	For	WITHHOLD votes for Daniel Kyle Cerminara are warranted for serving as a director on more than four public company boards.WITHHOLD votes for Larry Swets Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Ballantyne Strong, Inc.	06-Dec-21	Management	6	Yes	Elect Director Ndamukong Suh	For	For	For	For	WITHHOLD votes for Daniel Kyle Cerminara are warranted for serving as a director on more than four public company boards.WITHHOLD votes for Larry Swets Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
Ballantyne Strong, Inc.	06-Dec-21	Management	7	Yes	Elect Director Larry G. Swets, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for Daniel Kyle Cerminara are warranted for serving as a director on more than four public company boards.WITHHOLD votes for Larry Swets Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
Ballantyne Strong, Inc.	06-Dec-21	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Ballantyne Strong, Inc.	06-Dec-21	Management	9	Yes	Ratify Haskell & White LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit
Ballantyne Strong, Inc.	06-Dec-21	Management	10	Yes	Increase Authorized Common Stock	For	For	Against	Against	
Ballantyne Strong, Inc.	06-Dec-21	Management	11	Yes	Change Company Name to FG Group Holdings Inc.	For	For	For	For	A vote FOR this proposal is warranted given that it is unlikely that the name change would have a negative financial impact on the company.
BancorpSouth Bank	09-Aug-21	Management	1	Yes	Issue Shares in Connection with Merger	For	For	For	For	A vote FOR the transaction is warranted in light of the logical strategic rationale, anticipated cost savings, and potential for accretion to tangible book value and earnings.
BancorpSouth Bank	09-Aug-21	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. The company has included a golden parachute proposal on the ballot in connection with a merger-related potential enhancement to the treatment of equity awards. Although NEOs were not previously entitled to receive accelerated vesting following termination without cause, the enhancement effectively operates as double-trigger acceleration, which is generally considered best market practice. In addition, NEOs are not entitled to receive any other benefits in connection with the merger.
BancorpSouth Bank	09-Aug-21	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted, as support for the underlying transaction is warranted.
Bank of Commerce Holdings	21-Sep-21	Management	1	Yes	Approve Merger Agreement	For	For	For	For	Given the opportunity for BOCH shareholders to participate in a larger entity, the reasonable sales process, the premium to BOCH's 52-week high at announcement, as well as the expected cost savings and sound strategic rationale, support FOR the transaction is warranted.
Bank of Commerce Holdings	21-Sep-21	Management	2	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While cash severance for two NEOs is double trigger and reasonably based, with no excise tax gross-ups, the CEO's recent agreement provides a sizable single-trigger cash payment. In addition, all equity awards will accelerate vesting in connection with the merger.
Bank of Commerce Holdings	21-Sep-21	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted, given that support for the underlying transaction is
Bank of Marin Bancorp	28-Jul-21	Management	1	Yes	Issue Shares in Connection with Merger	For	For	For	For	A cautionary vote FOR this proposal is warranted. The market reaction and ensuing share price underperformance are concerning, particularly when coupled with what appears to be a full valuation. However, share price performance may not entirely reflect sentiment about the transaction, the parties have articulated what appears to be a logical strategic rationale, the merger is expected to result in cost savings that are not insignificant, and there has been no public opposition to the transaction despite the history of recent activism in the stock.
Bank of Marin Bancorp	28-Jul-21	Management	2	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted, as support for the underlying transaction is warranted.
Barnes & Noble Education, Inc.	23-Sep-21	Management	1	Yes	Elect Director Emily C. Chiu	For	For	For	For	A vote FOR the director nominees is warranted.
Barnes & Noble Education, Inc.	23-Sep-21	Management	2	Yes	Elect Director Daniel A. DeMatteo	For	For	For	For	A vote FOR the director nominees is warranted.
Barnes & Noble Education, Inc.	23-Sep-21	Management	3	Yes	Elect Director David G. Golden	For	For	For	For	A vote FOR the director nominees is warranted.
Barnes & Noble Education, Inc.	23-Sep-21	Management	4	Yes	Elect Director Michael P. Huseby	For	For	For	For	A vote FOR the director nominees is warranted.
Barnes & Noble Education, Inc.	23-Sep-21	Management	5	Yes	Elect Director Zachary D. Levenick	For	For	For	For	A vote FOR the director nominees is warranted.
Barnes & Noble Education, Inc.	23-Sep-21	Management	6	Yes	Elect Director Lowell W. Robinson	For	For	For	For	A vote FOR the director nominees is warranted.
Barnes & Noble Education, Inc.	23-Sep-21	Management	7	Yes	Elect Director John R. Ryan	For	For	For	For	A vote FOR the director nominees is warranted.
Barnes & Noble Education, Inc.	23-Sep-21	Management	8	Yes	Elect Director Jerry Sue Thornton	For	For	For	For	A vote FOR the director nominees is warranted.
Barnes & Noble Education, Inc.	23-Sep-21	Management	9	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Barnes & Noble Education, Inc.	23-Sep-21	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Barnes & Noble Education, Inc.	23-Sep-21	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Barnes & Noble Education, Inc.	23-Sep-21	Management	12	Yes	Other Business	For	Against	Against	Against	A vote AGAINST this proposal is warranted, as proposals which are detrimental to shareholder value may arise without shareholders having the opportunity to make a fully informed vote on the
BayCom Corp	13-Dec-21	Management	1	Yes	Approve Merger and Issuance of Shares in Connection with Merger	For	For	For	For	A vote FOR this proposal is warranted given the compelling strategic rationale and the expected financial benefits, including cost savings and earnings accretion.
BayCom Corp	13-Dec-21	Management	2	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted given that the underlying transaction warrants shareholder support.
BGC Partners, Inc.	22-Nov-21	Management	1	Yes	Elect Director Howard W. Lutnick	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent director nominees Howard Lutnick and Stephen (Steve) Curwood are warranted due to the company's lack of a formal nominating committee.WITHHOLD votes for Stephen (Steve) Curwood are also warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
BGC Partners, Inc.	22-Nov-21	Management	2	Yes	Elect Director Stephen T. Curwood	For	For	Withhold	Withhold	WITHHOLD votes for non-independent director nominees Howard Lutnick and Stephen (Steve) Curwood are warranted due to the company's lack of a formal nominating committee.WITHHOLD votes for Stephen (Steve) Curwood are also warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
BGC Partners, Inc.	22-Nov-21	Management	3	Yes	Elect Director William J. Moran	For	For	For	For	WITHHOLD votes for non-independent director nominees Howard Lutnick and Stephen (Steve) Curwood are warranted due to the company's lack of a formal nominating committee.WITHHOLD votes for Stephen (Steve) Curwood are also warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
BGC Partners, Inc.	22-Nov-21	Management	4	Yes	Elect Director Linda A. Bell	For	For	For	For	WITHHOLD votes for non-independent director nominees Howard Lutnick and Stephen (Steve) Curwood are warranted due to the company's lack of a formal nominating committee.WITHHOLD votes for Stephen (Steve) Curwood are also warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
BGC Partners, Inc.	22-Nov-21	Management	5	Yes	Elect Director David P. Richards	For	For	For	For	WITHHOLD votes for non-independent director nominees Howard Lutnick and Stephen (Steve) Curwood are warranted due to the company's lack of a formal nominating committee.WITHHOLD votes for Stephen (Steve) Curwood are also warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.

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BGC Partners, Inc.	22-Nov-21	Management	6	Yes	Elect Director Arthur U. Mbanefo	For	For	For	For	WITHHOLD votes for non-independent director nominees Howard Lutnick and Stephen (Steve) Curwood are warranted due to the company's lack of a formal nominating committee.WITHHOLD votes for Stephen (Steve) Curwood are also warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
BGC Partners, Inc.	22-Nov-21	Management	7	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
BGC Partners, Inc.	22-Nov-21	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The outsized annual incentive award is particularly concerning given that at least one-third of the CEO's time was spent on matters regarding a separate company. In addition, the annual incentive program incorporates significant discretion and lacks disclosure of specific achieved results. Further, disclosure surrounding the structure of various partnership units is complex, and unclear disclosure inhibits an informed assessment of the equity program.In addition, the company maintains agreements that contain a single trigger change in control provision, excise tax gross-up provisions, and equity awards that allow for auto-accelerated vesting upon a change-in-control event, while lacking risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives.
BGC Partners, Inc.	22-Nov-21	Management	9	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because:" The company's potential Voting Power Dilution (VPD) for all incentive plans of 30.00 percent is excessive;" The plan administrator may provide loans to exercise awards;" The plan provides for option reloads; and" The plan allows for single-trigger vesting of awards in the event of a change-in-control.
BGSF, Inc.	04-Aug-21	Management	1	Yes	Elect Director Beth Garvey	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Beth Garvey given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder
BGSF, Inc.	04-Aug-21	Management	2	Yes	Ratify Whitley Penn LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
BGSF, Inc.	04-Aug-21	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Bioceres Crop Solutions Corp.	27-Oct-21	Management	1	Yes	Accept Financial Statements and Statutory Reports	For	For	For	For	In the absence of any specific concerns regarding the company's financial statements, a vote FOR this resolution is warranted.
Bioceres Crop Solutions Corp.	27-Oct-21	Management	2	Yes	Elect Director Federico Trucco	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Federico Trucco, Enrique Lopez Lecube, Gloria Montaron Estrada and Fabian Onetti are warranted for lack of a majority independent board.WITHHOLD votes for Federico Trucco are also warranted for serving as a non-independent member of a key board committee.WITHHOLD votes are warranted for Audit Committee members Kyle Bransfield, Ari Freisinger and Natalia Zang for the company's failure to disclose a breakdown of the fees paid to the company's auditor.A vote FOR Carlos Camargo de Colon is warranted.
Bioceres Crop Solutions Corp.	27-Oct-21	Management	3	Yes	Elect Director Enrique Lopez Lecube	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Federico Trucco, Enrique Lopez Lecube, Gloria Montaron Estrada and Fabian Onetti are warranted for lack of a majority independent board.WITHHOLD votes for Federico Trucco are also warranted for serving as a non-independent member of a key board committee.WITHHOLD votes are warranted for Audit Committee members Kyle Bransfield, Ari Freisinger and Natalia Zang for the company's failure to disclose a breakdown of the fees paid to the company's auditor.A vote FOR Carlos Camargo de Colon is warranted.
Bioceres Crop Solutions Corp.	27-Oct-21	Management	4	Yes	Elect Director Kyle P. Bransfield	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Federico Trucco, Enrique Lopez Lecube, Gloria Montaron Estrada and Fabian Onetti are warranted for lack of a majority independent board.WITHHOLD votes for Federico Trucco are also warranted for serving as a non-independent member of a key board committee.WITHHOLD votes are warranted for Audit Committee members Kyle Bransfield, Ari Freisinger and Natalia Zang for the company's failure to disclose a breakdown of the fees paid to the company's auditor.A vote FOR Carlos Camargo de Colon is warranted.
Bioceres Crop Solutions Corp.	27-Oct-21	Management	5	Yes	Elect Director Gloria Montaron Estrada	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Federico Trucco, Enrique Lopez Lecube, Gloria Montaron Estrada and Fabian Onetti are warranted for lack of a majority independent board.WITHHOLD votes for Federico Trucco are also warranted for serving as a non-independent member of a key board committee.WITHHOLD votes are warranted for Audit Committee members Kyle Bransfield, Ari Freisinger and Natalia Zang for the company's failure to disclose a breakdown of the fees paid to the company's auditor.A vote FOR Carlos Camargo de Colon is warranted.
Bioceres Crop Solutions Corp.	27-Oct-21	Management	6	Yes	Elect Director Carlos Camargo de Colon	For	For	For	For	WITHHOLD votes for non-independent nominees Federico Trucco, Enrique Lopez Lecube, Gloria Montaron Estrada and Fabian Onetti are warranted for lack of a majority independent board.WITHHOLD votes for Federico Trucco are also warranted for serving as a non-independent member of a key board committee.WITHHOLD votes are warranted for Audit Committee members Kyle Bransfield, Ari Freisinger and Natalia Zang for the company's failure to disclose a breakdown of the fees paid to the company's auditor.A vote FOR Carlos Camargo de Colon is warranted.
Bioceres Crop Solutions Corp.	27-Oct-21	Management	7	Yes	Elect Director Ari Freisinger	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Federico Trucco, Enrique Lopez Lecube, Gloria Montaron Estrada and Fabian Onetti are warranted for lack of a majority independent board.WITHHOLD votes for Federico Trucco are also warranted for serving as a non-independent member of a key board committee.WITHHOLD votes are warranted for Audit Committee members Kyle Bransfield, Ari Freisinger and Natalia Zang for the company's failure to disclose a breakdown of the fees paid to the company's auditor.A vote FOR Carlos Camargo de Colon is warranted.
Bioceres Crop Solutions Corp.	27-Oct-21	Management	8	Yes	Elect Director Natalia Zang	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Federico Trucco, Enrique Lopez Lecube, Gloria Montaron Estrada and Fabian Onetti are warranted for lack of a majority independent board.WITHHOLD votes for Federico Trucco are also warranted for serving as a non-independent member of a key board committee.WITHHOLD votes are warranted for Audit Committee members Kyle Bransfield, Ari Freisinger and Natalia Zang for the company's failure to disclose a breakdown of the fees paid to the company's auditor.A vote FOR Carlos Camargo de Colon is warranted.
Bioceres Crop Solutions Corp.	27-Oct-21	Management	9	Yes	Elect Director Fabian Onetti	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Federico Trucco, Enrique Lopez Lecube, Gloria Montaron Estrada and Fabian Onetti are warranted for lack of a majority independent board.WITHHOLD votes for Federico Trucco are also warranted for serving as a non-independent member of a key board committee.WITHHOLD votes are warranted for Audit Committee members Kyle Bransfield, Ari Freisinger and Natalia Zang for the company's failure to disclose a breakdown of the fees paid to the company's auditor.A vote FOR Carlos Camargo de Colon is warranted.
Bioceres Crop Solutions Corp.	27-Oct-21	Management	10	Yes	Ratify Price Waterhouse & Co. S.R.L. as Auditors	For	Against	Against	Against	A vote AGAINST the ratification of the company's audit firm is warranted given that the audit fees are not disclosed. As such, it cannot be determined if the non-audit fees are excessive.
BioDelivery Sciences International, Inc.	29-Jul-21	Management	1	Yes	Elect Director Peter S. Greenleaf	For	For	Against	Against	Votes AGAINST Mark Sirgo are warranted for serving as a non-independent member of a key board committee.Votes AGAINST Peter Greenleaf are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.

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BioDelivery Sciences International, Inc.	29-Jul-21	Management	2	Yes	Elect Director W. Mark Watson	For	For	For	For	Votes AGAINST Mark Sirgo are warranted for serving as a non-independent member of a key board committee.Votes AGAINST Peter Greenleaf are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
BioDelivery Sciences International, Inc.	29-Jul-21	Management	3	Yes	Elect Director Jeffrey Bailey	For	For	For	For	Votes AGAINST Mark Sirgo are warranted for serving as a non-independent member of a key board committee.Votes AGAINST Peter Greenleaf are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
BioDelivery Sciences International, Inc.	29-Jul-21	Management	4	Yes	Elect Director Kevin Kotler	For	For	For	For	Votes AGAINST Mark Sirgo are warranted for serving as a non-independent member of a key board committee.Votes AGAINST Peter Greenleaf are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
BioDelivery Sciences International, Inc.	29-Jul-21	Management	5	Yes	Elect Director Todd C. Davis	For	For	For	For	Votes AGAINST Mark Sirgo are warranted for serving as a non-independent member of a key board committee.Votes AGAINST Peter Greenleaf are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
BioDelivery Sciences International, Inc.	29-Jul-21	Management	6	Yes	Elect Director Vanila Singh	For	For	For	For	Votes AGAINST Mark Sirgo are warranted for serving as a non-independent member of a key board committee.Votes AGAINST Peter Greenleaf are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
BioDelivery Sciences International, Inc.	29-Jul-21	Management	7	Yes	Elect Director Mark A. Sirgo	For	Against	Against	Against	Votes AGAINST Mark Sirgo are warranted for serving as a non-independent member of a key board committee.Votes AGAINST Peter Greenleaf are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
BioDelivery Sciences International, Inc.	29-Jul-21	Management	8	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit
Bluegreen Vacations Holding Corporation	21-Jul-21	Management	1	Yes	Elect Director Alan B. Levan	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Alan Levan, John Abdo, Darwin Dornbush, Jarrett Levan, Joel Levy, William Nicholson and Seth Wise are warranted for lack of a majority independent board.WITHHOLD votes for Darwin Dornbush, Joel Levy and William Nicholson are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for incumbent director nominees Alan Levan, John Abdo, Norman Becker, Lawrence Cirillo, Darwin Dornbush, Jarrett Levan, Joel Levy, William Nicholson, and Seth Wise are warranted for the board's failure to remove or submit for shareholder ratification a fee-shifting bylaw provision unilaterally adopted by the board in February 2015.WITHHOLD votes for board chairman Alan Levan are further warranted for failing to establish gender diversity on the board.WITHHOLD votes for incumbent compensation committee members Norman Becker, Darwin Dornbush, and William Nicholson are further warranted, in the absence of a say-on-pay proposal on the ballot, due to a pay-for-performance misalignment. The CEO and the vice chairman received relatively high base salaries and outsized bonuses, which were largely discretionary.WITHHOLD votes for incumbent Audit Committee members Norman Becker, Darwin Dornbush, Joel Levy and William Nicholson are warranted for failing to include auditor ratification on the proxy ballot.A vote FOR the remaining
Bluegreen Vacations Holding Corporation	21-Jul-21	Management	2	Yes	Elect Director John E. Abdo	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Alan Levan, John Abdo, Darwin Dornbush, Jarrett Levan, Joel Levy, William Nicholson and Seth Wise are warranted for lack of a majority independent board.WITHHOLD votes for Darwin Dornbush, Joel Levy and William Nicholson are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for incumbent director nominees Alan Levan, John Abdo, Norman Becker, Lawrence Cirillo, Darwin Dornbush, Jarrett Levan, Joel Levy, William Nicholson, and Seth Wise are warranted for the board's failure to remove or submit for shareholder ratification a fee-shifting bylaw provision unilaterally adopted by the board in February 2015.WITHHOLD votes for board chairman Alan Levan are further warranted for failing to establish gender diversity on the board.WITHHOLD votes for incumbent compensation committee members Norman Becker, Darwin Dornbush, and William Nicholson are further warranted, in the absence of a say-on-pay proposal on the ballot, due to a pay-for-performance misalignment. The CEO and the vice chairman received relatively high base salaries and outsized bonuses, which were largely discretionary.WITHHOLD votes for incumbent Audit Committee members Norman Becker, Darwin Dornbush, Joel Levy and William Nicholson are warranted for failing to include auditor ratification on the proxy ballot.A vote FOR the remaining
Bluegreen Vacations Holding Corporation	21-Jul-21	Management	3	Yes	Elect Director James R. Allmand, III	For	For	For	For	WITHHOLD votes for non-independent nominees Alan Levan, John Abdo, Darwin Dornbush, Jarrett Levan, Joel Levy, William Nicholson and Seth Wise are warranted for lack of a majority independent board.WITHHOLD votes for Darwin Dornbush, Joel Levy and William Nicholson are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for incumbent director nominees Alan Levan, John Abdo, Norman Becker, Lawrence Cirillo, Darwin Dornbush, Jarrett Levan, Joel Levy, William Nicholson, and Seth Wise are warranted for the board's failure to remove or submit for shareholder ratification a fee-shifting bylaw provision unilaterally adopted by the board in February 2015.WITHHOLD votes for board chairman Alan Levan are further warranted for failing to establish gender diversity on the board.WITHHOLD votes for incumbent compensation committee members Norman Becker, Darwin Dornbush, and William Nicholson are further warranted, in the absence of a say-on-pay proposal on the ballot, due to a pay-for-performance misalignment. The CEO and the vice chairman received relatively high base salaries and outsized bonuses, which were largely discretionary.WITHHOLD votes for incumbent Audit Committee members Norman Becker, Darwin Dornbush, Joel Levy and William Nicholson are warranted for failing to include auditor ratification on the proxy ballot.A vote FOR the remaining

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DIMENSIONAL FUND ADVISORS PROXY VOTES - JULY TO DECEMBER 31, 2021 Compared to ISS and Public Fund Policy Recommendations										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Bluegreen Vacations Holding Corporation	21-Jul-21	Management	4	Yes	Elect Director Norman H. Becker	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Alan Levan, John Abdo, Darwin Dornbush, Jarrett Levan, Joel Levy, William Nicholson and Seth Wise are warranted for lack of a majority independent board.WITHHOLD votes for Darwin Dornbush, Joel Levy and William Nicholson are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for incumbent director nominees Alan Levan, John Abdo, Norman Becker, Lawrence Cirillo, Darwin Dornbush, Jarrett Levan, Joel Levy, William Nicholson, and Seth Wise are warranted for the board's failure to remove or submit for shareholder ratification a fee-shifting bylaw provision unilaterally adopted by the board in February 2015.WITHHOLD votes for board chairman Alan Levan are further warranted for failing to establish gender diversity on the board.WITHHOLD votes for incumbent compensation committee members Norman Becker, Darwin Dornbush, and William Nicholson are further warranted, in the absence of a say-on-pay proposal on the ballot, due to a pay-for-performance misalignment. The CEO and the vice chairman received relatively high base salaries and outsized bonuses, which were largely discretionary.WITHHOLD votes for incumbent Audit Committee members Norman Becker, Darwin Dornbush, Joel Levy and William Nicholson are warranted for failing to include auditor ratification on the proxy ballot.A vote FOR the remaining
Bluegreen Vacations Holding Corporation	21-Jul-21	Management	5	Yes	Elect Director Lawrence A. Cirillo	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Alan Levan, John Abdo, Darwin Dornbush, Jarrett Levan, Joel Levy, William Nicholson and Seth Wise are warranted for lack of a majority independent board.WITHHOLD votes for Darwin Dornbush, Joel Levy and William Nicholson are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for incumbent director nominees Alan Levan, John Abdo, Norman Becker, Lawrence Cirillo, Darwin Dornbush, Jarrett Levan, Joel Levy, William Nicholson, and Seth Wise are warranted for the board's failure to remove or submit for shareholder ratification a fee-shifting bylaw provision unilaterally adopted by the board in February 2015.WITHHOLD votes for board chairman Alan Levan are further warranted for failing to establish gender diversity on the board.WITHHOLD votes for incumbent compensation committee members Norman Becker, Darwin Dornbush, and William Nicholson are further warranted, in the absence of a say-on-pay proposal on the ballot, due to a pay-for-performance misalignment. The CEO and the vice chairman received relatively high base salaries and outsized bonuses, which were largely discretionary.WITHHOLD votes for incumbent Audit Committee members Norman Becker, Darwin Dornbush, Joel Levy and William Nicholson are warranted for failing to include auditor ratification on the proxy ballot.A vote FOR the remaining
Bluegreen Vacations Holding Corporation	21-Jul-21	Management	6	Yes	Elect Director Darwin Dornbush	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Alan Levan, John Abdo, Darwin Dornbush, Jarrett Levan, Joel Levy, William Nicholson and Seth Wise are warranted for lack of a majority independent board.WITHHOLD votes for Darwin Dornbush, Joel Levy and William Nicholson are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for incumbent director nominees Alan Levan, John Abdo, Norman Becker, Lawrence Cirillo, Darwin Dornbush, Jarrett Levan, Joel Levy, William Nicholson, and Seth Wise are warranted for the board's failure to remove or submit for shareholder ratification a fee-shifting bylaw provision unilaterally adopted by the board in February 2015.WITHHOLD votes for board chairman Alan Levan are further warranted for failing to establish gender diversity on the board.WITHHOLD votes for incumbent compensation committee members Norman Becker, Darwin Dornbush, and William Nicholson are further warranted, in the absence of a say-on-pay proposal on the ballot, due to a pay-for-performance misalignment. The CEO and the vice chairman received relatively high base salaries and outsized bonuses, which were largely discretionary.WITHHOLD votes for incumbent Audit Committee members Norman Becker, Darwin Dornbush, Joel Levy and William Nicholson are warranted for failing to include auditor ratification on the proxy ballot.A vote FOR the remaining
Bluegreen Vacations Holding Corporation	21-Jul-21	Management	7	Yes	Elect Director Jarrett S. Levan	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Alan Levan, John Abdo, Darwin Dornbush, Jarrett Levan, Joel Levy, William Nicholson and Seth Wise are warranted for lack of a majority independent board.WITHHOLD votes for Darwin Dornbush, Joel Levy and William Nicholson are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for incumbent director nominees Alan Levan, John Abdo, Norman Becker, Lawrence Cirillo, Darwin Dornbush, Jarrett Levan, Joel Levy, William Nicholson, and Seth Wise are warranted for the board's failure to remove or submit for shareholder ratification a fee-shifting bylaw provision unilaterally adopted by the board in February 2015.WITHHOLD votes for board chairman Alan Levan are further warranted for failing to establish gender diversity on the board.WITHHOLD votes for incumbent compensation committee members Norman Becker, Darwin Dornbush, and William Nicholson are further warranted, in the absence of a say-on-pay proposal on the ballot, due to a pay-for-performance misalignment. The CEO and the vice chairman received relatively high base salaries and outsized bonuses, which were largely discretionary.WITHHOLD votes for incumbent Audit Committee members Norman Becker, Darwin Dornbush, Joel Levy and William Nicholson are warranted for failing to include auditor ratification on the proxy ballot.A vote FOR the remaining
Bluegreen Vacations Holding Corporation	21-Jul-21	Management	8	Yes	Elect Director Joel Levy	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Alan Levan, John Abdo, Darwin Dornbush, Jarrett Levan, Joel Levy, William Nicholson and Seth Wise are warranted for lack of a majority independent board.WITHHOLD votes for Darwin Dornbush, Joel Levy and William Nicholson are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for incumbent director nominees Alan Levan, John Abdo, Norman Becker, Lawrence Cirillo, Darwin Dornbush, Jarrett Levan, Joel Levy, William Nicholson, and Seth Wise are warranted for the board's failure to remove or submit for shareholder ratification a fee-shifting bylaw provision unilaterally adopted by the board in February 2015.WITHHOLD votes for board chairman Alan Levan are further warranted for failing to establish gender diversity on the board.WITHHOLD votes for incumbent compensation committee members Norman Becker, Darwin Dornbush, and William Nicholson are further warranted, in the absence of a say-on-pay proposal on the ballot, due to a pay-for-performance misalignment. The CEO and the vice chairman received relatively high base salaries and outsized bonuses, which were largely discretionary.WITHHOLD votes for incumbent Audit Committee members Norman Becker, Darwin Dornbush, Joel Levy and William Nicholson are warranted for failing to include auditor ratification on the proxy ballot.A vote FOR the remaining

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Bluegreen Vacations Holding Corporation	21-Jul-21	Management	9	Yes	Elect Director Mark A. Nerenhausen	For	For	For	For	WITHHOLD votes for non-independent nominees Alan Levan, John Abdo, Darwin Dornbush, Jarett Levan, Joel Levy, William Nicholson and Seth Wise are warranted for lack of a majority independent board.WITHHOLD votes for Darwin Dornbush, Joel Levy and William Nicholson are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for incumbent director nominees Alan Levan, John Abdo, Norman Becker, Lawrence Cirillo, Darwin Dornbush, Jarett Levan, Joel Levy, William Nicholson, and Seth Wise are warranted for the board's failure to remove or submit for shareholder ratification a fee-shifting bylaw provision unilaterally adopted by the board in February 2015.WITHHOLD votes for board chairman Alan Levan are further warranted for failing to establish gender diversity on the board.WITHHOLD votes for incumbent compensation committee members Norman Becker, Darwin Dornbush, and William Nicholson are further warranted, in the absence of a say-on-pay proposal on the ballot, due to a pay-for-performance misalignment. The CEO and the vice chairman received relatively high base salaries and outsized bonuses, which were largely discretionary.WITHHOLD votes for incumbent Audit Committee members Norman Becker, Darwin Dornbush, Joel Levy and William Nicholson are warranted for failing to include auditor ratification on the proxy ballot.A vote FOR the remaining
Bluegreen Vacations Holding Corporation	21-Jul-21	Management	10	Yes	Elect Director William Nicholson	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Alan Levan, John Abdo, Darwin Dornbush, Jarett Levan, Joel Levy, William Nicholson and Seth Wise are warranted for lack of a majority independent board.WITHHOLD votes for Darwin Dornbush, Joel Levy and William Nicholson are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for incumbent director nominees Alan Levan, John Abdo, Norman Becker, Lawrence Cirillo, Darwin Dornbush, Jarett Levan, Joel Levy, William Nicholson, and Seth Wise are warranted for the board's failure to remove or submit for shareholder ratification a fee-shifting bylaw provision unilaterally adopted by the board in February 2015.WITHHOLD votes for board chairman Alan Levan are further warranted for failing to establish gender diversity on the board.WITHHOLD votes for incumbent compensation committee members Norman Becker, Darwin Dornbush, and William Nicholson are further warranted, in the absence of a say-on-pay proposal on the ballot, due to a pay-for-performance misalignment. The CEO and the vice chairman received relatively high base salaries and outsized bonuses, which were largely discretionary.WITHHOLD votes for incumbent Audit Committee members Norman Becker, Darwin Dornbush, Joel Levy and William Nicholson are warranted for failing to include auditor ratification on the proxy ballot.A vote FOR the remaining
Bluegreen Vacations Holding Corporation	21-Jul-21	Management	11	Yes	Elect Director Arnold Sevell	For	For	For	For	WITHHOLD votes for non-independent nominees Alan Levan, John Abdo, Darwin Dornbush, Jarett Levan, Joel Levy, William Nicholson and Seth Wise are warranted for lack of a majority independent board.WITHHOLD votes for Darwin Dornbush, Joel Levy and William Nicholson are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for incumbent director nominees Alan Levan, John Abdo, Norman Becker, Lawrence Cirillo, Darwin Dornbush, Jarett Levan, Joel Levy, William Nicholson, and Seth Wise are warranted for the board's failure to remove or submit for shareholder ratification a fee-shifting bylaw provision unilaterally adopted by the board in February 2015.WITHHOLD votes for board chairman Alan Levan are further warranted for failing to establish gender diversity on the board.WITHHOLD votes for incumbent compensation committee members Norman Becker, Darwin Dornbush, and William Nicholson are further warranted, in the absence of a say-on-pay proposal on the ballot, due to a pay-for-performance misalignment. The CEO and the vice chairman received relatively high base salaries and outsized bonuses, which were largely discretionary.WITHHOLD votes for incumbent Audit Committee members Norman Becker, Darwin Dornbush, Joel Levy and William Nicholson are warranted for failing to include auditor ratification on the proxy ballot.A vote FOR the remaining
Bluegreen Vacations Holding Corporation	21-Jul-21	Management	12	Yes	Elect Director Orlando Sharpe	For	For	For	For	WITHHOLD votes for non-independent nominees Alan Levan, John Abdo, Darwin Dornbush, Jarett Levan, Joel Levy, William Nicholson and Seth Wise are warranted for lack of a majority independent board.WITHHOLD votes for Darwin Dornbush, Joel Levy and William Nicholson are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for incumbent director nominees Alan Levan, John Abdo, Norman Becker, Lawrence Cirillo, Darwin Dornbush, Jarett Levan, Joel Levy, William Nicholson, and Seth Wise are warranted for the board's failure to remove or submit for shareholder ratification a fee-shifting bylaw provision unilaterally adopted by the board in February 2015.WITHHOLD votes for board chairman Alan Levan are further warranted for failing to establish gender diversity on the board.WITHHOLD votes for incumbent compensation committee members Norman Becker, Darwin Dornbush, and William Nicholson are further warranted, in the absence of a say-on-pay proposal on the ballot, due to a pay-for-performance misalignment. The CEO and the vice chairman received relatively high base salaries and outsized bonuses, which were largely discretionary.WITHHOLD votes for incumbent Audit Committee members Norman Becker, Darwin Dornbush, Joel Levy and William Nicholson are warranted for failing to include auditor ratification on the proxy ballot.A vote FOR the remaining
Bluegreen Vacations Holding Corporation	21-Jul-21	Management	13	Yes	Elect Director Seth M. Wise	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Alan Levan, John Abdo, Darwin Dornbush, Jarett Levan, Joel Levy, William Nicholson and Seth Wise are warranted for lack of a majority independent board.WITHHOLD votes for Darwin Dornbush, Joel Levy and William Nicholson are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for incumbent director nominees Alan Levan, John Abdo, Norman Becker, Lawrence Cirillo, Darwin Dornbush, Jarett Levan, Joel Levy, William Nicholson, and Seth Wise are warranted for the board's failure to remove or submit for shareholder ratification a fee-shifting bylaw provision unilaterally adopted by the board in February 2015.WITHHOLD votes for board chairman Alan Levan are further warranted for failing to establish gender diversity on the board.WITHHOLD votes for incumbent compensation committee members Norman Becker, Darwin Dornbush, and William Nicholson are further warranted, in the absence of a say-on-pay proposal on the ballot, due to a pay-for-performance misalignment. The CEO and the vice chairman received relatively high base salaries and outsized bonuses, which were largely discretionary.WITHHOLD votes for incumbent Audit Committee members Norman Becker, Darwin Dornbush, Joel Levy and William Nicholson are warranted for failing to include auditor ratification on the proxy ballot.A vote FOR the remaining
Bluegreen Vacations Holding Corporation	21-Jul-21	Management	14	Yes	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The plan permits repricing and exchange of grants without shareholder approval; and* The plan administrator may provide loans to exercise awards.

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Bonanza Creek Energy, Inc.	29-Oct-21	Management	1	Yes	Issue Shares in Connection with the Extraction Merger Agreement	For	For	For	For	The proposed transaction with XOG would create a leading energy producer in the DJ Basin with a strong balance sheet, significant free cash flow generation potential, and an increased dividend. The proposed acquisition of CPR would further advance BCEI's consolidation strategy in the DJ Basin and is expected to further enhance the company's financial profile. In light of sound strategic rationale, as well as BCEI's significant outperformance since the announcement, support FOR the proposed transaction is warranted.
Bonanza Creek Energy, Inc.	29-Oct-21	Management	2	Yes	Issue Shares in Connection with the Crestone Peak Merger Agreement	For	For	For	For	The CPR deal would further advance BCEI's consolidation strategy in the DJ Basin, strengthen the company's financial metrics, and build scale. As such, support FOR the proposed transaction is warranted.
Boot Barn Holdings, Inc.	25-Aug-21	Management	1	Yes	Elect Director Peter Starrett	For	For	For	For	A vote FOR all director nominees is warranted.
Boot Barn Holdings, Inc.	25-Aug-21	Management	2	Yes	Elect Director Greg Bettinelli	For	For	For	For	A vote FOR all director nominees is warranted.
Boot Barn Holdings, Inc.	25-Aug-21	Management	3	Yes	Elect Director Chris Bruzzo	For	For	For	For	A vote FOR all director nominees is warranted.
Boot Barn Holdings, Inc.	25-Aug-21	Management	4	Yes	Elect Director Eddie Burt	For	For	For	For	A vote FOR all director nominees is warranted.
Boot Barn Holdings, Inc.	25-Aug-21	Management	5	Yes	Elect Director James G. Conroy	For	For	For	For	A vote FOR all director nominees is warranted.
Boot Barn Holdings, Inc.	25-Aug-21	Management	6	Yes	Elect Director Lisa G. Laube	For	For	For	For	A vote FOR all director nominees is warranted.
Boot Barn Holdings, Inc.	25-Aug-21	Management	7	Yes	Elect Director Anne MacDonald	For	For	For	For	A vote FOR all director nominees is warranted.
Boot Barn Holdings, Inc.	25-Aug-21	Management	8	Yes	Elect Director Brenda I. Morris	For	For	For	For	A vote FOR all director nominees is warranted.
Boot Barn Holdings, Inc.	25-Aug-21	Management	9	Yes	Elect Director Brad Weston	For	For	For	For	A vote FOR all director nominees is warranted.
Boot Barn Holdings, Inc.	25-Aug-21	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Boot Barn Holdings, Inc.	25-Aug-21	Management	11	Yes	Amend Omnibus Stock Plan	For	For	For	For	Based on an analysis of the plan amendments, a vote FOR this proposal is warranted.
Boot Barn Holdings, Inc.	25-Aug-21	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because:" the non-auditing consulting fees represent more than 25 percent of total fees paid; and" the auditor's tenure at the company exceeds seven years.
Boston Omaha Corporation	13-Nov-21	Management	1	Yes	Elect Director Bradford B. Briner	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Bradford Briner, Brendan Keating, Frank Kenan II, Jeffrey Royal and Vishnu Srinivasan for failure to remove, or make subject to a sunset provision, the problematic capital structure.WITHHOLD votes are warranted for nominating committee chairman Vishnu Srinivasan because the board lacks gender diversity.
Boston Omaha Corporation	13-Nov-21	Management	2	Yes	Elect Director Brendan J. Keating	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Bradford Briner, Brendan Keating, Frank Kenan II, Jeffrey Royal and Vishnu Srinivasan for failure to remove, or make subject to a sunset provision, the problematic capital structure.WITHHOLD votes are warranted for nominating committee chairman Vishnu Srinivasan because the board lacks gender diversity.
Boston Omaha Corporation	13-Nov-21	Management	3	Yes	Elect Director Frank H. Kenan, II	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Bradford Briner, Brendan Keating, Frank Kenan II, Jeffrey Royal and Vishnu Srinivasan for failure to remove, or make subject to a sunset provision, the problematic capital structure.WITHHOLD votes are warranted for nominating committee chairman Vishnu Srinivasan because the board lacks gender diversity.
Boston Omaha Corporation	13-Nov-21	Management	4	Yes	Elect Director Jeffrey C. Royal	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Bradford Briner, Brendan Keating, Frank Kenan II, Jeffrey Royal and Vishnu Srinivasan for failure to remove, or make subject to a sunset provision, the problematic capital structure.WITHHOLD votes are warranted for nominating committee chairman Vishnu Srinivasan because the board lacks gender diversity.
Boston Omaha Corporation	13-Nov-21	Management	5	Yes	Elect Director Vishnu Srinivasan	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Bradford Briner, Brendan Keating, Frank Kenan II, Jeffrey Royal and Vishnu Srinivasan for failure to remove, or make subject to a sunset provision, the problematic capital structure.WITHHOLD votes are warranted for nominating committee chairman Vishnu Srinivasan because the board lacks gender diversity.
Boston Omaha Corporation	13-Nov-21	Management	6	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit
Boston Omaha Corporation	13-Nov-21	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Concerns raised by the discretionary bonus to the CFO and the lack of a LTI program are mitigated by the historically low CEO pay.
Bottomline Technologies, Inc.	18-Nov-21	Management	1	Yes	Elect Director Peter W. Gibson	For	For	Withhold	Withhold	WITHHOLD votes for incumbent Governance Committee member Peter Gibson are warranted for the board's unilateral adoption of exclusive forum bylaw provisions.A vote FOR the remaining director nominees is warranted.
Bottomline Technologies, Inc.	18-Nov-21	Management	2	Yes	Elect Director Joseph L. Mullen	For	For	For	For	WITHHOLD votes for incumbent Governance Committee member Peter Gibson are warranted for the board's unilateral adoption of exclusive forum bylaw provisions.A vote FOR the remaining director nominees is warranted.
Bottomline Technologies, Inc.	18-Nov-21	Management	3	Yes	Elect Director Michael J. Curran	For	For	For	For	WITHHOLD votes for incumbent Governance Committee member Peter Gibson are warranted for the board's unilateral adoption of exclusive forum bylaw provisions.A vote FOR the remaining director nominees is warranted.
Bottomline Technologies, Inc.	18-Nov-21	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because:" The company maintains change-in-control agreements that contain excise tax gross-up provisions;" The company maintains a legacy employment agreement with CEO Eberle which provides for excessive CIC severance payments;" The company's practice of compensation benchmarking includes several much larger companies in its peer group;" Equity award arrangements provide for auto-accelerated vesting of equity upon a CIC event; and" Equity awards to the CEO are majority time-based.
Bottomline Technologies, Inc.	18-Nov-21	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
Bowl America Incorporated	11-Aug-21	Management	1	Yes	Approve Merger Agreement	For	For	For	For	On balance, despite concerns with the discount to recent trading prices, a vote FOR this proposal is warranted, in considering the lack of viable alternatives, including compelling standalone prospects, and the certainty of value and liquidity inherent in cash consideration.
Bowl America Incorporated	11-Aug-21	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. The CEO will receive a cash retention award in connection with the closing; however, the award size is not excessive. Further, cash severance reasonably based and requires a qualifying termination, and no excise tax gross-ups are payable.
Bowl America Incorporated	11-Aug-21	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted, as the underlying transaction warrants shareholder support.
Box, Inc.	09-Sep-21	Management	2	Yes	Elect Director Dana Evan	For	Withhold	Withhold	Withhold	Given that the 2020 settlement directors were given prominent roles on the board, seem highly supportive of the board's position, and that operational improvements are beginning to show, the current board appears to deserve the benefit of another year to continue to oversee the ongoing turnaround; however, shareholders should watch for any signs that the operational progress is short-lived, in which case the dissident's request for additional seats will carry significantly more weight at next year's annual meeting.Further, lingering governance issues, including the fact that the classified board structure has not been removed nor is it subject to a sunset requirement, have informed our decision not to override the policy-based recommendation to WITHHOLD votes from long-tenured director Dana Evan. Shareholders are recommended to vote FOR management nominees Peter Leav and Aaron Levie.

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DIMENSIONAL FUND ADVISORS PROXY VOTES - JULY TO DECEMBER 31, 2021 Compared to ISS and Public Fund Policy Recommendations										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Box, Inc.	09-Sep-21	Management	3	Yes	Elect Director Peter Leav	For	For	For	For	Given that the 2020 settlement directors were given prominent roles on the board, seem highly supportive of the board's position, and that operational improvements are beginning to show, the current board appears to deserve the benefit of another year to continue to oversee the ongoing turnaround; however, shareholders should watch for any signs that the operational progress is short-lived, in which case the dissident's request for additional seats will carry significantly more weight at next year's annual meeting.Further, lingering governance issues, including the fact that the classified board structure has not been removed nor is it subject to a sunset requirement, have informed our decision not to override the policy-based recommendation to WITHHOLD votes from long-tenured director Dana Evan. Shareholders are recommended to vote FOR management nominees Peter Leav and Aaron Levie.
Box, Inc.	09-Sep-21	Management	4	Yes	Elect Director Aaron Levie	For	For	For	For	Given that the 2020 settlement directors were given prominent roles on the board, seem highly supportive of the board's position, and that operational improvements are beginning to show, the current board appears to deserve the benefit of another year to continue to oversee the ongoing turnaround; however, shareholders should watch for any signs that the operational progress is short-lived, in which case the dissident's request for additional seats will carry significantly more weight at next year's annual meeting.Further, lingering governance issues, including the fact that the classified board structure has not been removed nor is it subject to a sunset requirement, have informed our decision not to override the policy-based recommendation to WITHHOLD votes from long-tenured director Dana Evan. Shareholders are recommended to vote FOR management nominees Peter Leav and Aaron Levie.
Box, Inc.	09-Sep-21	Management	5	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that:" The purchase price is reasonable;" The number of shares reserved is reasonable; and" The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Box, Inc.	09-Sep-21	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The annual bonus was based on pre-set objective metrics, with one target increased mid-year. Further, the compensation committee used its discretion to lower payouts from above target to below target. A concern is noted regarding equity grants to NEOs, which were entirely in time-vested RSUs, though pay and performance are aligned at this
Box, Inc.	09-Sep-21	Management	7	Yes	Eliminate Supermajority Vote Requirement to Amend Certain Provisi	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement enhances shareholder rights.
Box, Inc.	09-Sep-21	Management	8	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
Box, Inc.	09-Sep-21	Shareholder	10	Yes	Elect Director Deborah S. Conrad	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Box, Inc.	09-Sep-21	Shareholder	11	Yes	Elect Director Peter A. Feld	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Box, Inc.	09-Sep-21	Shareholder	12	Yes	Elect Director Xavier D. Williams	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Box, Inc.	09-Sep-21	Management	13	Yes	Amend Qualified Employee Stock Purchase Plan	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Box, Inc.	09-Sep-21	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Box, Inc.	09-Sep-21	Management	15	Yes	Eliminate Supermajority Vote Requirement to Amend Certain Provisi	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Box, Inc.	09-Sep-21	Management	16	Yes	Ratify Ernst & Young LLP as Auditors	None	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Brinker International, Inc.	18-Nov-21	Management	1	Yes	Elect Director Joseph M. DePinto	For	For	For	For	Votes AGAINST Harriet Edelman are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Brinker International, Inc.	18-Nov-21	Management	2	Yes	Elect Director Frances L. Allen	For	For	For	For	Votes AGAINST Harriet Edelman are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Brinker International, Inc.	18-Nov-21	Management	3	Yes	Elect Director Cynthia L. Davis	For	For	For	For	Votes AGAINST Harriet Edelman are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Brinker International, Inc.	18-Nov-21	Management	4	Yes	Elect Director Harriet Edelman	For	For	Against	Against	Votes AGAINST Harriet Edelman are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Brinker International, Inc.	18-Nov-21	Management	5	Yes	Elect Director William T. Giles	For	For	For	For	Votes AGAINST Harriet Edelman are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Brinker International, Inc.	18-Nov-21	Management	6	Yes	Elect Director James C. Katzman	For	For	For	For	Votes AGAINST Harriet Edelman are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Brinker International, Inc.	18-Nov-21	Management	7	Yes	Elect Director Alexandre G. Macedo	For	For	For	For	Votes AGAINST Harriet Edelman are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Brinker International, Inc.	18-Nov-21	Management	8	Yes	Elect Director Prashant N. Ranade	For	For	For	For	Votes AGAINST Harriet Edelman are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Brinker International, Inc.	18-Nov-21	Management	9	Yes	Elect Director Wyman T. Roberts	For	For	For	For	Votes AGAINST Harriet Edelman are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Brinker International, Inc.	18-Nov-21	Management	10	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
Brinker International, Inc.	18-Nov-21	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Bristow Group Inc.	03-Aug-21	Management	1	Yes	Elect Director Christopher S. Bradshaw	For	For	For	For	A vote FOR all director nominees is warranted.
Bristow Group Inc.	03-Aug-21	Management	2	Yes	Elect Director Lorin L. Brass	For	For	For	For	A vote FOR all director nominees is warranted.
Bristow Group Inc.	03-Aug-21	Management	3	Yes	Elect Director Charles Fabrikant	For	For	For	For	A vote FOR all director nominees is warranted.
Bristow Group Inc.	03-Aug-21	Management	4	Yes	Elect Director Wesley E. Kern	For	For	For	For	A vote FOR all director nominees is warranted.
Bristow Group Inc.	03-Aug-21	Management	5	Yes	Elect Director Robert J. Manzo	For	For	For	For	A vote FOR all director nominees is warranted.
Bristow Group Inc.	03-Aug-21	Management	6	Yes	Elect Director G. Mark Mickelson	For	For	For	For	A vote FOR all director nominees is warranted.
Bristow Group Inc.	03-Aug-21	Management	7	Yes	Elect Director Maryanne Miller	For	For	For	For	A vote FOR all director nominees is warranted.
Bristow Group Inc.	03-Aug-21	Management	8	Yes	Elect Director Christopher Pucillo	For	For	For	For	A vote FOR all director nominees is warranted.
Bristow Group Inc.	03-Aug-21	Management	9	Yes	Elect Director Brian D. Truelove	For	For	For	For	A vote FOR all director nominees is warranted.
Bristow Group Inc.	03-Aug-21	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Bristow Group Inc.	03-Aug-21	Management	11	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because:" The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Bristow Group Inc.	03-Aug-21	Management	12	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
Bristow Group Inc.	03-Aug-21	Management	13	Yes	Please Mark FOR if the Stock Owned of Record or Beneficially by Yo	None	Refer	Refer	For	A REFER recommendation is warranted given that shareholders need to evaluate this item based on their circumstances.
Cabot Oil & Gas Corporation	29-Sep-21	Management	1	Yes	Issue Shares in Connection with Merger	For	For	For	For	Although the initial market reaction was negative, shares have since outperformed the benchmark index and there may be downside risk of non-approval. In consideration of the expected increase in capital return, greater diversification of hydrocarbons and geography, and cost synergies, a vote FOR the merger is warranted.
Cabot Oil & Gas Corporation	29-Sep-21	Management	2	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted as the size of the proposed increase in authorized common shares is within recommended limits.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
CACI International Inc	11-Nov-21	Management	1	Yes	Elect Director Michael A. Daniels	For	For	For	For	Votes AGAINST Gregory Johnson, James Pavitt and William Wallace are also warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
CACI International Inc	11-Nov-21	Management	2	Yes	Elect Director Lisa S. Disbrow	For	For	For	For	Votes AGAINST Gregory Johnson, James Pavitt and William Wallace are also warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
CACI International Inc	11-Nov-21	Management	3	Yes	Elect Director Susan M. Gordon	For	For	For	For	Votes AGAINST Gregory Johnson, James Pavitt and William Wallace are also warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
CACI International Inc	11-Nov-21	Management	4	Yes	Elect Director William L. Jews	For	For	For	For	Votes AGAINST Gregory Johnson, James Pavitt and William Wallace are also warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
CACI International Inc	11-Nov-21	Management	5	Yes	Elect Director Gregory G. Johnson	For	For	Against	Against	Votes AGAINST Gregory Johnson, James Pavitt and William Wallace are also warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
CACI International Inc	11-Nov-21	Management	6	Yes	Elect Director Ryan D. McCarthy	For	For	For	For	Votes AGAINST Gregory Johnson, James Pavitt and William Wallace are also warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
CACI International Inc	11-Nov-21	Management	7	Yes	Elect Director John S. Mengucci	For	For	For	For	Votes AGAINST Gregory Johnson, James Pavitt and William Wallace are also warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
CACI International Inc	11-Nov-21	Management	8	Yes	Elect Director Philip O. Nolan	For	For	For	For	Votes AGAINST Gregory Johnson, James Pavitt and William Wallace are also warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
CACI International Inc	11-Nov-21	Management	9	Yes	Elect Director James L. Pavitt	For	For	Against	Against	Votes AGAINST Gregory Johnson, James Pavitt and William Wallace are also warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
CACI International Inc	11-Nov-21	Management	10	Yes	Elect Director Debora A. Plunkett	For	For	For	For	Votes AGAINST Gregory Johnson, James Pavitt and William Wallace are also warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
CACI International Inc	11-Nov-21	Management	11	Yes	Elect Director William S. Wallace	For	For	Against	Against	Votes AGAINST Gregory Johnson, James Pavitt and William Wallace are also warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
CACI International Inc	11-Nov-21	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
CACI International Inc	11-Nov-21	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because:* the non-auditing consulting fees represent more than 25 percent of total fees paid; and* the auditor's tenure at the company exceeds seven years.Taft Hartley Note
Cadence Bancorporation	09-Aug-21	Management	1	Yes	Approve Merger Agreement	For	For	For	For	A vote FOR this proposal is warranted in light of the sound strategic rationale and equity form of consideration.
Cadence Bancorporation	09-Aug-21	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. While some NEOs will potentially receive a cash bonus upon the closing of the merger, cash severance is double trigger and reasonably based, with no excise tax gross-ups payable. In addition, equity awards will only accelerate upon a qualifying
Cadence Bancorporation	09-Aug-21	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted given that the underlying transaction warrants shareholder support.
CAI International, Inc.	02-Sep-21	Management	1	Yes	Approve Merger Agreement	For	For	For	For	A vote FOR this proposal is warranted given the thorough sale process, 46.8 percent premium to the unaffected share price, certainty of value and liquidity due to the all-cash nature of the consideration, and the downside risk of non-approval.
CAI International, Inc.	02-Sep-21	Management	2	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted given that the underlying transaction warrants shareholder support.
CAI International, Inc.	02-Sep-21	Management	3	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Although equity awards will auto-accelerate, performance-vesting awards will not be earned above the target level. Further, NEOs' potential cash severance is reasonably based, and no excise tax gross-ups are payable.
Cal-Maine Foods, Inc.	01-Oct-21	Management	1	Yes	Elect Director Adolphus B. Baker	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Adolphus Baker, Max Bowman, Letitia Hughes, Sherman Miller, James Poole and Steve Sanders are warranted for lack of a majority independent board.WITHHOLD votes for Adolphus Baker, Letitia Hughes, James Poole and Steve Sanders are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for compensation committee members Letitia Hughes, James Poole, and Steve Sanders are further warranted for problematic pay practices with regards to executive compensation.A vote FOR Camille S. Young is warranted.
Cal-Maine Foods, Inc.	01-Oct-21	Management	2	Yes	Elect Director Max P. Bowman	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Adolphus Baker, Max Bowman, Letitia Hughes, Sherman Miller, James Poole and Steve Sanders are warranted for lack of a majority independent board.WITHHOLD votes for Adolphus Baker, Letitia Hughes, James Poole and Steve Sanders are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for compensation committee members Letitia Hughes, James Poole, and Steve Sanders are further warranted for problematic pay practices with regards to executive compensation.A vote FOR Camille S. Young is warranted.
Cal-Maine Foods, Inc.	01-Oct-21	Management	3	Yes	Elect Director Letitia C. Hughes	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Adolphus Baker, Max Bowman, Letitia Hughes, Sherman Miller, James Poole and Steve Sanders are warranted for lack of a majority independent board.WITHHOLD votes for Adolphus Baker, Letitia Hughes, James Poole and Steve Sanders are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for compensation committee members Letitia Hughes, James Poole, and Steve Sanders are further warranted for problematic pay practices with regards to executive compensation.A vote FOR Camille S. Young is warranted.

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Cal-Maine Foods, Inc.	01-Oct-21	Management	4	Yes	Elect Director Sherman L. Miller	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Adolphus Baker, Max Bowman, Letitia Hughes, Sherman Miller, James Poole and Steve Sanders are warranted for lack of a majority independent board.WITHHOLD votes for Adolphus Baker, Letitia Hughes, James Poole and Steve Sanders are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for compensation committee members Letitia Hughes, James Poole, and Steve Sanders are further warranted for problematic pay practices with regards to executive compensation.A vote FOR Camille S. Young is warranted.
Cal-Maine Foods, Inc.	01-Oct-21	Management	5	Yes	Elect Director James E. Poole	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Adolphus Baker, Max Bowman, Letitia Hughes, Sherman Miller, James Poole and Steve Sanders are warranted for lack of a majority independent board.WITHHOLD votes for Adolphus Baker, Letitia Hughes, James Poole and Steve Sanders are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for compensation committee members Letitia Hughes, James Poole, and Steve Sanders are further warranted for problematic pay practices with regards to executive compensation.A vote FOR Camille S. Young is warranted.
Cal-Maine Foods, Inc.	01-Oct-21	Management	6	Yes	Elect Director Steve W. Sanders	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Adolphus Baker, Max Bowman, Letitia Hughes, Sherman Miller, James Poole and Steve Sanders are warranted for lack of a majority independent board.WITHHOLD votes for Adolphus Baker, Letitia Hughes, James Poole and Steve Sanders are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for compensation committee members Letitia Hughes, James Poole, and Steve Sanders are further warranted for problematic pay practices with regards to executive compensation.A vote FOR Camille S. Young is warranted.
Cal-Maine Foods, Inc.	01-Oct-21	Management	7	Yes	Elect Director Camille S. Young	For	For	For	For	WITHHOLD votes for non-independent nominees Adolphus Baker, Max Bowman, Letitia Hughes, Sherman Miller, James Poole and Steve Sanders are warranted for lack of a majority independent board.WITHHOLD votes for Adolphus Baker, Letitia Hughes, James Poole and Steve Sanders are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for compensation committee members Letitia Hughes, James Poole, and Steve Sanders are further warranted for problematic pay practices with regards to executive compensation.A vote FOR Camille S. Young is warranted.
Cal-Maine Foods, Inc.	01-Oct-21	Management	8	Yes	Ratify Frost, PLLC as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
CalAmp Corp.	28-Jul-21	Management	1	Yes	Elect Director Amal Johnson	For	For	For	For	A vote FOR all director nominees is warranted.
CalAmp Corp.	28-Jul-21	Management	2	Yes	Elect Director Jeffery R. Gardner	For	For	For	For	A vote FOR all director nominees is warranted.
CalAmp Corp.	28-Jul-21	Management	3	Yes	Elect Director Scott Arnold	For	For	For	For	A vote FOR all director nominees is warranted.
CalAmp Corp.	28-Jul-21	Management	4	Yes	Elect Director Jason Cohenour	For	For	For	For	A vote FOR all director nominees is warranted.
CalAmp Corp.	28-Jul-21	Management	5	Yes	Elect Director Henry Maier	For	For	For	For	A vote FOR all director nominees is warranted.
CalAmp Corp.	28-Jul-21	Management	6	Yes	Elect Director Roxanne Oulman	For	For	For	For	A vote FOR all director nominees is warranted.
CalAmp Corp.	28-Jul-21	Management	7	Yes	Elect Director Jorge Titinger	For	For	For	For	A vote FOR all director nominees is warranted.
CalAmp Corp.	28-Jul-21	Management	8	Yes	Elect Director Kirsten Wolberg	For	For	For	For	A vote FOR all director nominees is warranted.
CalAmp Corp.	28-Jul-21	Management	9	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
CalAmp Corp.	28-Jul-21	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
CalAmp Corp.	28-Jul-21	Management	11	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
California First Leasing Corporation	16-Nov-21	Management	1	Yes	Elect Director Patrick E. Paddon	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrick Paddon, Danilo Cacciamatta, Michael Lowry, Harris Ravine and Glen Tsuma are warranted for lack of a majority independent board and for lack of formal compensation and nominating committees.WITHHOLD votes for Danilo Cacciamatta, Michael Lowry and Harris Ravine are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for Audit Committee members Danilo Cacciamatta, Michael Lowry, Robert Kelley, and Harris Ravine are also warranted for failing to include auditor ratification on the proxy ballot and for failing to disclose a breakdown of the fees
California First Leasing Corporation	16-Nov-21	Management	2	Yes	Elect Director Glen T. Tsuma	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrick Paddon, Danilo Cacciamatta, Michael Lowry, Harris Ravine and Glen Tsuma are warranted for lack of a majority independent board and for lack of formal compensation and nominating committees.WITHHOLD votes for Danilo Cacciamatta, Michael Lowry and Harris Ravine are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for Audit Committee members Danilo Cacciamatta, Michael Lowry, Robert Kelley, and Harris Ravine are also warranted for failing to include auditor ratification on the proxy ballot and for failing to disclose a breakdown of the fees
California First Leasing Corporation	16-Nov-21	Management	3	Yes	Elect Director Michael H. Lowry	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrick Paddon, Danilo Cacciamatta, Michael Lowry, Harris Ravine and Glen Tsuma are warranted for lack of a majority independent board and for lack of formal compensation and nominating committees.WITHHOLD votes for Danilo Cacciamatta, Michael Lowry and Harris Ravine are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for Audit Committee members Danilo Cacciamatta, Michael Lowry, Robert Kelley, and Harris Ravine are also warranted for failing to include auditor ratification on the proxy ballot and for failing to disclose a breakdown of the fees
California First Leasing Corporation	16-Nov-21	Management	4	Yes	Elect Director Harris Ravine	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrick Paddon, Danilo Cacciamatta, Michael Lowry, Harris Ravine and Glen Tsuma are warranted for lack of a majority independent board and for lack of formal compensation and nominating committees.WITHHOLD votes for Danilo Cacciamatta, Michael Lowry and Harris Ravine are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for Audit Committee members Danilo Cacciamatta, Michael Lowry, Robert Kelley, and Harris Ravine are also warranted for failing to include auditor ratification on the proxy ballot and for failing to disclose a breakdown of the fees
California First Leasing Corporation	16-Nov-21	Management	5	Yes	Elect Director Danilo Cacciamatta	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrick Paddon, Danilo Cacciamatta, Michael Lowry, Harris Ravine and Glen Tsuma are warranted for lack of a majority independent board and for lack of formal compensation and nominating committees.WITHHOLD votes for Danilo Cacciamatta, Michael Lowry and Harris Ravine are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for Audit Committee members Danilo Cacciamatta, Michael Lowry, Robert Kelley, and Harris Ravine are also warranted for failing to include auditor ratification on the proxy ballot and for failing to disclose a breakdown of the fees

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California First Leasing Corporation	16-Nov-21	Management	6	Yes	Elect Director Robert W. Kelley	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrick Paddon, Danilo Cacciamatta, Michael Lowry, Harris Ravine and Glen Tsuma are warranted for lack of a majority independent board and for lack of formal compensation and nominating committees.WITHHOLD votes for Danilo Cacciamatta, Michael Lowry and Harris Ravine are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for Audit Committee members Danilo Cacciamatta, Michael Lowry, Robert Kelley, and Harris Ravine are also warranted for failing to include auditor ratification on the proxy ballot and for failing to disclose a breakdown of the fees
Callon Petroleum Company	03-Nov-21	Management	1	Yes	Approve Issuance of Shares for a Private Placement	For	For	For	For	A vote FOR this proposal is warranted. Although initial market reaction was negative, shares have since rebounded to outperform industry peers since the unaffected date. While the issuance would be dilutive, the rationale appears reasonable as the debt for equity exchange will accelerate the company's deleveraging initiative and provide interest expense savings of \$20 million annually.
Capri Holdings Limited	28-Jul-21	Management	1	Yes	Elect Director Marilyn Crouther	For	For	For	For	A vote FOR the director nominees is warranted.
Capri Holdings Limited	28-Jul-21	Management	2	Yes	Elect Director Stephen F. Reitman	For	For	For	For	A vote FOR the director nominees is warranted.
Capri Holdings Limited	28-Jul-21	Management	3	Yes	Elect Director Jean Tomlin	For	For	For	For	A vote FOR the director nominees is warranted.
Capri Holdings Limited	28-Jul-21	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Capri Holdings Limited	28-Jul-21	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A cautionary vote FOR this proposal is warranted. While the compensation committee determined to award 100 percent time-based RSUs in FY2021, the company indicated that it plans to reintroduce PRSUs to the equity pay mix for executives in FY2022. Additionally, pay and performance are reasonably aligned at this time. Shareholders should continue to monitor the
Cardiovascular Systems, Inc.	11-Nov-21	Management	1	Yes	Elect Director Augustine Lawlor	For	For	Against	Against	Votes AGAINST Augustine (Gus) Lawlor are warranted for serving as a non-independent member of certain key board committees.A vote FOR Erik Paulsen is warranted.
Cardiovascular Systems, Inc.	11-Nov-21	Management	2	Yes	Elect Director Erik Paulsen	For	For	For	For	Votes AGAINST Augustine (Gus) Lawlor are warranted for serving as a non-independent member of certain key board committees.A vote FOR Erik Paulsen is warranted.
Cardiovascular Systems, Inc.	11-Nov-21	Management	3	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Cardiovascular Systems, Inc.	11-Nov-21	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
Cardiovascular Systems, Inc.	11-Nov-21	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Carpenter Technology Corporation	12-Oct-21	Management	1	Yes	Elect Director A. John Hart	For	For	For	For	WITHHOLD votes for Jeffrey Wadsworth are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Carpenter Technology Corporation	12-Oct-21	Management	2	Yes	Elect Director Kathleen Ligocki	For	For	For	For	WITHHOLD votes for Jeffrey Wadsworth are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Carpenter Technology Corporation	12-Oct-21	Management	3	Yes	Elect Director Jeffrey Wadsworth	For	For	Withhold	Withhold	WITHHOLD votes for Jeffrey Wadsworth are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Carpenter Technology Corporation	12-Oct-21	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because:" the non-auditing consulting fees represent more than 25 percent of total fees paid; and" the auditor's tenure at the company exceeds seven years.
Carpenter Technology Corporation	12-Oct-21	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Catalyst Pharmaceuticals, Inc.	03-Dec-21	Management	1	Yes	Elect Director Patrick J. McEnany	For	For	Against	Against	Votes AGAINST non-independent nominees Patrick McEnany, Charles O'Keeffe, Philip (Phil) Coelho and David Tierney are warranted for lack of a majority independent board.Votes AGAINST Charles O'Keeffe, Philip (Phil) Coelho and David Tierney are also warranted for serving as non-independent members of key board committees.A vote FOR the remaining director nominees is
Catalyst Pharmaceuticals, Inc.	03-Dec-21	Management	2	Yes	Elect Director Philip H. Coelho	For	For	Against	Against	Votes AGAINST non-independent nominees Patrick McEnany, Charles O'Keeffe, Philip (Phil) Coelho and David Tierney are warranted for lack of a majority independent board.Votes AGAINST Charles O'Keeffe, Philip (Phil) Coelho and David Tierney are also warranted for serving as non-independent members of key board committees.A vote FOR the remaining director nominees is
Catalyst Pharmaceuticals, Inc.	03-Dec-21	Management	3	Yes	Elect Director Charles B. O'Keeffe	For	For	Against	Against	Votes AGAINST non-independent nominees Patrick McEnany, Charles O'Keeffe, Philip (Phil) Coelho and David Tierney are warranted for lack of a majority independent board.Votes AGAINST Charles O'Keeffe, Philip (Phil) Coelho and David Tierney are also warranted for serving as non-independent members of key board committees.A vote FOR the remaining director nominees is
Catalyst Pharmaceuticals, Inc.	03-Dec-21	Management	4	Yes	Elect Director David S. Tierney	For	For	Against	Against	Votes AGAINST non-independent nominees Patrick McEnany, Charles O'Keeffe, Philip (Phil) Coelho and David Tierney are warranted for lack of a majority independent board.Votes AGAINST Charles O'Keeffe, Philip (Phil) Coelho and David Tierney are also warranted for serving as non-independent members of key board committees.A vote FOR the remaining director nominees is
Catalyst Pharmaceuticals, Inc.	03-Dec-21	Management	5	Yes	Elect Director Donald A. Denkhous	For	For	For	For	Votes AGAINST non-independent nominees Patrick McEnany, Charles O'Keeffe, Philip (Phil) Coelho and David Tierney are warranted for lack of a majority independent board.Votes AGAINST Charles O'Keeffe, Philip (Phil) Coelho and David Tierney are also warranted for serving as non-independent members of key board committees.A vote FOR the remaining director nominees is
Catalyst Pharmaceuticals, Inc.	03-Dec-21	Management	6	Yes	Elect Director Richard J. Daly	For	For	For	For	Votes AGAINST non-independent nominees Patrick McEnany, Charles O'Keeffe, Philip (Phil) Coelho and David Tierney are warranted for lack of a majority independent board.Votes AGAINST Charles O'Keeffe, Philip (Phil) Coelho and David Tierney are also warranted for serving as non-independent members of key board committees.A vote FOR the remaining director nominees is
Catalyst Pharmaceuticals, Inc.	03-Dec-21	Management	7	Yes	Elect Director Molly Harper	For	For	For	For	Votes AGAINST non-independent nominees Patrick McEnany, Charles O'Keeffe, Philip (Phil) Coelho and David Tierney are warranted for lack of a majority independent board.Votes AGAINST Charles O'Keeffe, Philip (Phil) Coelho and David Tierney are also warranted for serving as non-independent members of key board committees.A vote FOR the remaining director nominees is
Catalyst Pharmaceuticals, Inc.	03-Dec-21	Management	8	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because:" The company's potential Voting Power Dilution (VPD) for all incentive plans of 15.78 percent is excessive." The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Catalyst Pharmaceuticals, Inc.	03-Dec-21	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because:" Equity awards to the CEO lack any performance-contingent pay elements;" The company targets all components of executive compensation above the median of its peer group; and" The company does not employ several risk-mitigating measures in its executive compensation programs.
Catalyst Pharmaceuticals, Inc.	03-Dec-21	Management	10	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
Catalyst Pharmaceuticals, Inc.	03-Dec-21	Management	11	Yes	Other Business	For	Against	Against	Against	A vote AGAINST this proposal is warranted, as proposals which are detrimental to shareholder value may arise without shareholders having the opportunity to make a fully informed vote on the
Cavco Industries, Inc.	05-Aug-21	Management	1	Yes	Elect Director Steven G. Bunger	For	For	For	For	A vote FOR the director nominees is warranted.
Cavco Industries, Inc.	05-Aug-21	Management	2	Yes	Elect Director Steven W. Moster	For	For	For	For	A vote FOR the director nominees is warranted.
Cavco Industries, Inc.	05-Aug-21	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.

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Cavco Industries, Inc.	05-Aug-21	Management	4	Yes	Ratify RSM US LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
CDK Global, Inc.	11-Nov-21	Management	1	Yes	Elect Director Leslie A. Brun	For	For	For	For	A vote FOR all director nominees is warranted.
CDK Global, Inc.	11-Nov-21	Management	2	Yes	Elect Director Willie A. Deese	For	For	For	For	A vote FOR all director nominees is warranted.
CDK Global, Inc.	11-Nov-21	Management	3	Yes	Elect Director Amy J. Hillman	For	For	For	For	A vote FOR all director nominees is warranted.
CDK Global, Inc.	11-Nov-21	Management	4	Yes	Elect Director Brian M. Krzanich	For	For	For	For	A vote FOR all director nominees is warranted.
CDK Global, Inc.	11-Nov-21	Management	5	Yes	Elect Director Stephen A. Miles	For	For	For	For	A vote FOR all director nominees is warranted.
CDK Global, Inc.	11-Nov-21	Management	6	Yes	Elect Director Robert E. Radway	For	For	For	For	A vote FOR all director nominees is warranted.
CDK Global, Inc.	11-Nov-21	Management	7	Yes	Elect Director Stephen F. Schuckenbrock	For	For	For	For	A vote FOR all director nominees is warranted.
CDK Global, Inc.	11-Nov-21	Management	8	Yes	Elect Director Frank S. Sowinski	For	For	For	For	A vote FOR all director nominees is warranted.
CDK Global, Inc.	11-Nov-21	Management	9	Yes	Elect Director Eileen J. Voynick	For	For	For	For	A vote FOR all director nominees is warranted.
CDK Global, Inc.	11-Nov-21	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
CDK Global, Inc.	11-Nov-21	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
CDK Global, Inc.	11-Nov-21	Management	12	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
CDK Global, Inc.	11-Nov-21	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Celsius Holdings, Inc.	19-Aug-21	Management	1	Yes	Elect Director John Fieldly	For	For	For	For	In the absence of a say-on-pay proposal, a vote AGAINST compensation committee members Nicholas Castaldo and Hal Kravitz is warranted. The company entered into an employment agreement with the CEO that provides for a CIC severance payout based on total compensation, which is considered excessive.A vote FOR the remaining director nominees is warranted.
Celsius Holdings, Inc.	19-Aug-21	Management	2	Yes	Elect Director Nicholas Castaldo	For	Against	Against	Against	In the absence of a say-on-pay proposal, a vote AGAINST compensation committee members Nicholas Castaldo and Hal Kravitz is warranted. The company entered into an employment agreement with the CEO that provides for a CIC severance payout based on total compensation, which is considered excessive.A vote FOR the remaining director nominees is warranted.
Celsius Holdings, Inc.	19-Aug-21	Management	3	Yes	Elect Director Caroline Levy	For	For	For	For	In the absence of a say-on-pay proposal, a vote AGAINST compensation committee members Nicholas Castaldo and Hal Kravitz is warranted. The company entered into an employment agreement with the CEO that provides for a CIC severance payout based on total compensation, which is considered excessive.A vote FOR the remaining director nominees is warranted.
Celsius Holdings, Inc.	19-Aug-21	Management	4	Yes	Elect Director Hal Kravitz	For	Against	Against	Against	In the absence of a say-on-pay proposal, a vote AGAINST compensation committee members Nicholas Castaldo and Hal Kravitz is warranted. The company entered into an employment agreement with the CEO that provides for a CIC severance payout based on total compensation, which is considered excessive.A vote FOR the remaining director nominees is warranted.
Celsius Holdings, Inc.	19-Aug-21	Management	5	Yes	Elect Director Alexandre Ruberti	For	For	For	For	In the absence of a say-on-pay proposal, a vote AGAINST compensation committee members Nicholas Castaldo and Hal Kravitz is warranted. The company entered into an employment agreement with the CEO that provides for a CIC severance payout based on total compensation, which is considered excessive.A vote FOR the remaining director nominees is warranted.
Celsius Holdings, Inc.	19-Aug-21	Management	6	Yes	Elect Director Tony Lau	For	For	For	For	In the absence of a say-on-pay proposal, a vote AGAINST compensation committee members Nicholas Castaldo and Hal Kravitz is warranted. The company entered into an employment agreement with the CEO that provides for a CIC severance payout based on total compensation, which is considered excessive.A vote FOR the remaining director nominees is warranted.
Celsius Holdings, Inc.	19-Aug-21	Management	7	Yes	Elect Director Cheryl Miller	For	For	For	For	In the absence of a say-on-pay proposal, a vote AGAINST compensation committee members Nicholas Castaldo and Hal Kravitz is warranted. The company entered into an employment agreement with the CEO that provides for a CIC severance payout based on total compensation, which is considered excessive.A vote FOR the remaining director nominees is warranted.
Celsius Holdings, Inc.	19-Aug-21	Management	8	Yes	Elect Director Damon DeSantis	For	For	For	For	In the absence of a say-on-pay proposal, a vote AGAINST compensation committee members Nicholas Castaldo and Hal Kravitz is warranted. The company entered into an employment agreement with the CEO that provides for a CIC severance payout based on total compensation, which is considered excessive.A vote FOR the remaining director nominees is warranted.
Celsius Holdings, Inc.	19-Aug-21	Management	9	Yes	Elect Director Joyce Russell	For	For	For	For	In the absence of a say-on-pay proposal, a vote AGAINST compensation committee members Nicholas Castaldo and Hal Kravitz is warranted. The company entered into an employment agreement with the CEO that provides for a CIC severance payout based on total compensation, which is considered excessive.A vote FOR the remaining director nominees is warranted.
Celsius Holdings, Inc.	19-Aug-21	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Century Bancorp, Inc.	07-Jul-21	Management	1	Yes	Approve Merger Agreement	For	For	For	For	The offer represents a 26.1 percent premium to the unaffected price and a 13.0 percent premium to CNBKA's all-time high closing price. Concerns about opportunism are also allayed by the valuation, which suggests the deal is not opportunistic for the acquirer. In light of these factors, along with the certainty of value inherent in the all-cash offer and the downside risk of non-approval (evidenced by CNBKA outperforming the index by over 24 percentage points since announcement), a vote FOR this proposal is warranted.
Century Bancorp, Inc.	07-Jul-21	Management	2	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although the NEOs do not have any outstanding equity awards and most cash severance is double-trigger with a reasonable basis, one NEO may voluntarily resign within ten days prior to the first anniversary of the merger and receive his change-in-control cash severance. Further, the company recently materially enhanced the death benefits
Century Bancorp, Inc.	07-Jul-21	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted, as the underlying transaction warrants support.
Champions Oncology, Inc.	20-Oct-21	Management	1	Yes	Elect Director Ronnie Morris	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joel Ackerman, Ronnie Morris, David Sidransky and Philip Breitfeld are warranted for lack of a majority independent board.WITHHOLD votes for Joel Ackerman are also warranted for serving as a non-independent member of a key board committee.WITHHOLD votes for David Sidransky are also warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
Champions Oncology, Inc.	20-Oct-21	Management	2	Yes	Elect Director Joel Ackerman	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joel Ackerman, Ronnie Morris, David Sidransky and Philip Breitfeld are warranted for lack of a majority independent board.WITHHOLD votes for Joel Ackerman are also warranted for serving as a non-independent member of a key board committee.WITHHOLD votes for David Sidransky are also warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.

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DIMENSIONAL FUND ADVISORS PROXY VOTES - JULY TO DECEMBER 31, 2021 Compared to ISS and Public Fund Policy Recommendations										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Champions Oncology, Inc.	20-Oct-21	Management	3	Yes	Elect Director David Sidransky	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joel Ackerman, Ronnie Morris, David Sidransky and Philip Breitfeld are warranted for lack of a majority independent board.WITHHOLD votes for Joel Ackerman are also warranted for serving as a non-independent member of a key board committee.WITHHOLD votes for David Sidransky are also warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
Champions Oncology, Inc.	20-Oct-21	Management	4	Yes	Elect Director Daniel N. Mendelson	For	For	For	For	WITHHOLD votes for non-independent nominees Joel Ackerman, Ronnie Morris, David Sidransky and Philip Breitfeld are warranted for lack of a majority independent board.WITHHOLD votes for Joel Ackerman are also warranted for serving as a non-independent member of a key board committee.WITHHOLD votes for David Sidransky are also warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
Champions Oncology, Inc.	20-Oct-21	Management	5	Yes	Elect Director Robert Brainin	For	For	For	For	WITHHOLD votes for non-independent nominees Joel Ackerman, Ronnie Morris, David Sidransky and Philip Breitfeld are warranted for lack of a majority independent board.WITHHOLD votes for Joel Ackerman are also warranted for serving as a non-independent member of a key board committee.WITHHOLD votes for David Sidransky are also warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
Champions Oncology, Inc.	20-Oct-21	Management	6	Yes	Elect Director Scott R. Tobin	For	For	For	For	WITHHOLD votes for non-independent nominees Joel Ackerman, Ronnie Morris, David Sidransky and Philip Breitfeld are warranted for lack of a majority independent board.WITHHOLD votes for Joel Ackerman are also warranted for serving as a non-independent member of a key board committee.WITHHOLD votes for David Sidransky are also warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
Champions Oncology, Inc.	20-Oct-21	Management	7	Yes	Elect Director Philip Breitfeld	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joel Ackerman, Ronnie Morris, David Sidransky and Philip Breitfeld are warranted for lack of a majority independent board.WITHHOLD votes for Joel Ackerman are also warranted for serving as a non-independent member of a key board committee.WITHHOLD votes for David Sidransky are also warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
Champions Oncology, Inc.	20-Oct-21	Management	8	Yes	Ratify EisnerAmper LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Champions Oncology, Inc.	20-Oct-21	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Champions Oncology, Inc.	20-Oct-21	Management	10	Yes	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to the following key factors:" The company's potential Voting Power Dilution (VPD) for all incentive plans of 21.41 percent is excessive." The plan allows for company loans to officers for the exercise of awards.
Chiasma, Inc.	03-Aug-21	Management	1	Yes	Approve Merger Agreement	For	For	For	For	Although the sales process could have been more robust, the strategic rationale is sound, the transaction is expected to generate meaningful synergies, and the all-stock consideration will allow CHMA shareholders to participate in the potential upside of the combined company. A vote FOR this proposal is therefore warranted.
Chiasma, Inc.	03-Aug-21	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Cash severance is double trigger and reasonably based, with no excise tax gross-ups payable. In addition, outstanding equity awards are double trigger and it appears NEOs' stock options are currently underwater.
Chiasma, Inc.	03-Aug-21	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted as the underlying merger also merits support.
Chuy's Holdings, Inc.	29-Jul-21	Management	1	Yes	Elect Director Starlette Johnson	For	For	For	For	A vote FOR all director nominees is warranted.
Chuy's Holdings, Inc.	29-Jul-21	Management	2	Yes	Elect Director Randall DeWitt	For	For	For	For	A vote FOR all director nominees is warranted.
Chuy's Holdings, Inc.	29-Jul-21	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Chuy's Holdings, Inc.	29-Jul-21	Management	4	Yes	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
Cimarex Energy Co.	29-Sep-21	Management	1	Yes	Approve Merger Agreement	For	For	For	For	In consideration of the capital return plan, the improvement over time in the proportionality of the ownership split to the companies' contributions, and the downside risk of rejecting the merger, a cautionary vote FOR the transaction is warranted.
Cimarex Energy Co.	29-Sep-21	Management	2	Yes	Amend Charter to Give Holders of Preferred Stock the Right to Vote	For	For	For	For	A vote FOR this proposal is warranted because it is required to complete the underlying transaction, which warrants cautionary support.
Cimarex Energy Co.	29-Sep-21	Management	3	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Although certain NEO's outstanding equity awards are subject to single trigger vesting, the CEO's equity awards are converted into acquirer's time-based awards, subject to double-trigger vesting. Additionally, cash severance is double trigger and reasonably based, and no excise tax gross-ups are provided.
Cimpress NV	30-Nov-21	Management	1	Yes	Elect Director Zachary S. Sternberg	For	For	For	For	A vote FOR Zachary S. Sternberg is warranted.
Cimpress NV	30-Nov-21	Management	2	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because:" Equity awards allow for auto-accelerated vesting upon a change-in-control event;" The company continues to use above-median benchmarking for CEO total pay; and" The company does not disclose a sufficient compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for
Cimpress NV	30-Nov-21	Management	3	Yes	Approve the Price Range for the Reissuance of Treasury Shares	For	Against	Against	Against	A vote AGAINST this resolution is warranted as the price range at which the Company can repurchase and reissue treasury shares is set too broadly. This is not in line with best market
Cimpress NV	30-Nov-21	Management	4	Yes	Ratify PricewaterhouseCoopers Ireland as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Cimpress NV	30-Nov-21	Management	5	Yes	Authorize Board to Fix Remuneration of Auditors	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns have been identified.
Cirrus Logic, Inc.	30-Jul-21	Management	1	Yes	Elect Director John C. Carter	For	For	Withhold	Withhold	WITHHOLD votes for John Carter and Timothy Dehne are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is
Cirrus Logic, Inc.	30-Jul-21	Management	2	Yes	Elect Director Alexander M. Davern	For	For	For	For	WITHHOLD votes for John Carter and Timothy Dehne are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is
Cirrus Logic, Inc.	30-Jul-21	Management	3	Yes	Elect Director Timothy R. Dehne	For	For	Withhold	Withhold	WITHHOLD votes for John Carter and Timothy Dehne are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is
Cirrus Logic, Inc.	30-Jul-21	Management	4	Yes	Elect Director John M. Forsyth	For	For	For	For	WITHHOLD votes for John Carter and Timothy Dehne are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is
Cirrus Logic, Inc.	30-Jul-21	Management	5	Yes	Elect Director Deirdre R. Hanford	For	For	For	For	WITHHOLD votes for John Carter and Timothy Dehne are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is
Cirrus Logic, Inc.	30-Jul-21	Management	6	Yes	Elect Director Catherine P. Lego	For	For	For	For	WITHHOLD votes for John Carter and Timothy Dehne are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is
Cirrus Logic, Inc.	30-Jul-21	Management	7	Yes	Elect Director David J. Tupman	For	For	For	For	WITHHOLD votes for John Carter and Timothy Dehne are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is
Cirrus Logic, Inc.	30-Jul-21	Management	8	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
Cirrus Logic, Inc.	30-Jul-21	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.

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Dimensional Fund Advisors Proxy Votes - July to December 31, 2021 Compared to ISS and Public Fund Policy Recommendations										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Cloudera, Inc.	25-Aug-21	Management	1	Yes	Approve Merger Agreement	For	For	For	For	A vote FOR this proposal is warranted in light of the premium and the fact that the all-cash offer provides liquidity and certainty of value.
Cloudera, Inc.	25-Aug-21	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Cash severance is double trigger and reasonably based, and no excise tax gross-ups are provided. Additionally, equity awards will be converted into cash, continuing to vest at their original terms and subject to double trigger vesting.
Cloudera, Inc.	25-Aug-21	Management	3	Yes	Adjourn Meeting	For	For	For	For	Support FOR this item is warranted in light of support for the underlying transaction.
Coda Octopus Group, Inc.	14-Sep-21	Management	1	Yes	Elect Director Annmarie Gayle	For	For	For	For	WITHHOLD votes for Michael Hamilton are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Coda Octopus Group, Inc.	14-Sep-21	Management	2	Yes	Elect Director Michael Hamilton	For	For	Withhold	Withhold	WITHHOLD votes for Michael Hamilton are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Coda Octopus Group, Inc.	14-Sep-21	Management	3	Yes	Elect Director G. Tyler Runnels	For	For	For	For	WITHHOLD votes for Michael Hamilton are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Coda Octopus Group, Inc.	14-Sep-21	Management	4	Yes	Elect Director Mary Losty	For	For	For	For	WITHHOLD votes for Michael Hamilton are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Coda Octopus Group, Inc.	14-Sep-21	Management	5	Yes	Elect Director Joseph Charles Plumb	For	For	For	For	WITHHOLD votes for Michael Hamilton are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Coda Octopus Group, Inc.	14-Sep-21	Management	6	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: " The company's potential Voting Power Dilution (VPD) for all incentive plans of 15.01 percent is excessive." The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Coda Octopus Group, Inc.	14-Sep-21	Management	7	Yes	Ratify Frazier & Deeter, LLC as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit
Coda Octopus Group, Inc.	14-Sep-21	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Columbus McKinnon Corporation	19-Jul-21	Management	1	Yes	Elect Director Richard H. Fleming	For	For	For	For	WITHHOLD votes for Liam McCarthy and Nicholas Pinchuk are warranted for serving as non-independent members of a key board committee.Votes For the remaining nominees are warranted.
Columbus McKinnon Corporation	19-Jul-21	Management	2	Yes	Elect Director David J. Wilson	For	For	For	For	WITHHOLD votes for Liam McCarthy and Nicholas Pinchuk are warranted for serving as non-independent members of a key board committee.Votes For the remaining nominees are warranted.
Columbus McKinnon Corporation	19-Jul-21	Management	3	Yes	Elect Director Nicholas T. Pinchuk	For	For	Withhold	Withhold	WITHHOLD votes for Liam McCarthy and Nicholas Pinchuk are warranted for serving as non-independent members of a key board committee.Votes For the remaining nominees are warranted.
Columbus McKinnon Corporation	19-Jul-21	Management	4	Yes	Elect Director Liam G. McCarthy	For	For	Withhold	Withhold	WITHHOLD votes for Liam McCarthy and Nicholas Pinchuk are warranted for serving as non-independent members of a key board committee.Votes For the remaining nominees are warranted.
Columbus McKinnon Corporation	19-Jul-21	Management	5	Yes	Elect Director Heath A. Mitts	For	For	For	For	WITHHOLD votes for Liam McCarthy and Nicholas Pinchuk are warranted for serving as non-independent members of a key board committee.Votes For the remaining nominees are warranted.
Columbus McKinnon Corporation	19-Jul-21	Management	6	Yes	Elect Director Kathryn V. Roedel	For	For	For	For	WITHHOLD votes for Liam McCarthy and Nicholas Pinchuk are warranted for serving as non-independent members of a key board committee.Votes For the remaining nominees are warranted.
Columbus McKinnon Corporation	19-Jul-21	Management	7	Yes	Elect Director Aziz S. Aghili	For	For	For	For	WITHHOLD votes for Liam McCarthy and Nicholas Pinchuk are warranted for serving as non-independent members of a key board committee.Votes For the remaining nominees are warranted.
Columbus McKinnon Corporation	19-Jul-21	Management	8	Yes	Elect Director Jeanne Beliveau-Dunn	For	For	For	For	WITHHOLD votes for Liam McCarthy and Nicholas Pinchuk are warranted for serving as non-independent members of a key board committee.Votes For the remaining nominees are warranted.
Columbus McKinnon Corporation	19-Jul-21	Management	9	Yes	Elect Director Michael Dastoor	For	For	For	For	WITHHOLD votes for Liam McCarthy and Nicholas Pinchuk are warranted for serving as non-independent members of a key board committee.Votes For the remaining nominees are warranted.
Columbus McKinnon Corporation	19-Jul-21	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
Columbus McKinnon Corporation	19-Jul-21	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Community Bankers Trust Corporation	16-Nov-21	Management	1	Yes	Approve Merger Agreement	For	For	For	For	Shareholders are receiving a meaningful premium at announcement and compared to the company's all-time high, the valuation appears fair, the strategic rationale is sound, board appears to have conducted an adequate process the merger is expected to generate cost savings and earnings accretion for UBSI, there is a potential downside risk of non-approval, and the equity consideration allows shareholders to participate in the potential upside of the combined company. As such, support FOR the proposed merger is warranted.
Community Bankers Trust Corporation	16-Nov-21	Management	2	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although cash severance is reasonably based and no excise tax gross-ups are payable, NEOs are expected to receive their cash severance upon closing regardless of continued employment status. In addition, the proxy indicates that most outstanding equity awards will fully accelerate upon the closing.
Community Bankers Trust Corporation	16-Nov-21	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR the proposed agenda item is warranted as the underlying transaction warrants
Commvault Systems, Inc.	19-Aug-21	Management	1	Yes	Elect Director Sanjay Mirchandani	For	For	For	For	Votes AGAINST Keith Geeslin are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Commvault Systems, Inc.	19-Aug-21	Management	2	Yes	Elect Director Vivie "YY" Lee	For	For	For	For	Votes AGAINST Keith Geeslin are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Commvault Systems, Inc.	19-Aug-21	Management	3	Yes	Elect Director Keith Geeslin	For	For	Against	Against	Votes AGAINST Keith Geeslin are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Commvault Systems, Inc.	19-Aug-21	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because:" the non-auditing consulting fees represent more than 25 percent of total fees paid; and" the auditor's tenure at the company exceeds seven years.
Commvault Systems, Inc.	19-Aug-21	Management	5	Yes	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted as no issues concerning the features of the plan were identified.
Commvault Systems, Inc.	19-Aug-21	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Computer Task Group, Incorporated	16-Sep-21	Management	1	Yes	Elect Director Raj Rajgopal	For	For	For	For	A vote FOR all director nominees is warranted.
Computer Task Group, Incorporated	16-Sep-21	Management	2	Yes	Elect Director Filip J.L. Gyde	For	For	For	For	A vote FOR all director nominees is warranted.
Computer Task Group, Incorporated	16-Sep-21	Management	3	Yes	Elect Director Kathryn A. Stein	For	For	For	For	A vote FOR all director nominees is warranted.
Computer Task Group, Incorporated	16-Sep-21	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, support FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Computer Task Group, Incorporated	16-Sep-21	Management	5	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Computer Task Group, Incorporated	16-Sep-21	Management	6	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted because:" The purchase price is reasonable;" The shares reserved is relatively conservative; and" The offer period is within the prescribed limits.
Comtech Telecommunications Corp.	28-Dec-21	Management	2	Yes	Elect Director Judy Chambers	For	For	For	For	Votes FOR these items on the Management (BLUE) card are warranted.
Comtech Telecommunications Corp.	28-Dec-21	Management	3	Yes	Elect Director Lawrence J. Waldman	For	For	For	For	Votes FOR these items on the Management (BLUE) card are warranted.
Comtech Telecommunications Corp.	28-Dec-21	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provides an excessive amount for the CEO's life insurance perquisites.
Comtech Telecommunications Corp.	28-Dec-21	Management	5	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	Votes FOR these items on the Management (BLUE) card are warranted.

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DIMENSIONAL FUND ADVISORS PROXY VOTES - JULY TO DECEMBER 31, 2021 Compared to ISS and Public Fund Policy Recommendations										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Comtech Telecommunications Corp.	28-Dec-21	Management	6	Yes	Declassify the Board of Directors	For	For	For	For	Votes FOR these items on the Management (BLUE) card are warranted.
Comtech Telecommunications Corp.	28-Dec-21	Management	7	Yes	Eliminate Supermajority Vote Requirement	For	For	For	For	Votes FOR these items on the Management (BLUE) card are warranted.
Comtech Telecommunications Corp.	28-Dec-21	Shareholder	9	Yes	Elect Director Wendi B. Carpenter	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Comtech Telecommunications Corp.	28-Dec-21	Shareholder	10	Yes	Elect Director Sidney E. Fuchs	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Comtech Telecommunications Corp.	28-Dec-21	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	None	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Comtech Telecommunications Corp.	28-Dec-21	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditors	None	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Comtech Telecommunications Corp.	28-Dec-21	Management	13	Yes	Declassify the Board of Directors	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Comtech Telecommunications Corp.	28-Dec-21	Management	14	Yes	Reduce Supermajority Vote Requirement	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Consumer Portfolio Services, Inc.	30-Nov-21	Management	1	Yes	Elect Director Charles E. Bradley, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Charles Bradley Jr., Christopher (Chris) Adams, Brian Rayhill, William Roberts, Gregory Washer, and Daniel Wood are warranted for lack of a majority independent board.WITHHOLD votes for Christopher (Chris) Adams, Brian Rayhill, William Roberts, Gregory Washer, and Daniel Wood are also warranted for serving as non-independent members of certain key board committees.WITHHOLD votes for incumbent director nominees Charles Bradley Jr., Christopher (Chris) Adams, Louis Grasso, Brian Rayhill, William Roberts, Gregory Washer, and Daniel Wood are warranted due to the company's poor responsiveness to low say-on-pay votes in consecutive years.WITHHOLD votes for Audit Committee members Brian Rayhill, Gregory Washer, and Daniel Wood are further warranted for failing to effectively oversee risk for all shareholders, given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares.A vote FOR new director nominee William Grounds is warranted.
Consumer Portfolio Services, Inc.	30-Nov-21	Management	2	Yes	Elect Director Chris A. Adams	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Charles Bradley Jr., Christopher (Chris) Adams, Brian Rayhill, William Roberts, Gregory Washer, and Daniel Wood are warranted for lack of a majority independent board.WITHHOLD votes for Christopher (Chris) Adams, Brian Rayhill, William Roberts, Gregory Washer, and Daniel Wood are also warranted for serving as non-independent members of certain key board committees.WITHHOLD votes for incumbent director nominees Charles Bradley Jr., Christopher (Chris) Adams, Louis Grasso, Brian Rayhill, William Roberts, Gregory Washer, and Daniel Wood are warranted due to the company's poor responsiveness to low say-on-pay votes in consecutive years.WITHHOLD votes for Audit Committee members Brian Rayhill, Gregory Washer, and Daniel Wood are further warranted for failing to effectively oversee risk for all shareholders, given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares.A vote FOR new director nominee William Grounds is warranted.
Consumer Portfolio Services, Inc.	30-Nov-21	Management	3	Yes	Elect Director Louis M. Grasso	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Charles Bradley Jr., Christopher (Chris) Adams, Brian Rayhill, William Roberts, Gregory Washer, and Daniel Wood are warranted for lack of a majority independent board.WITHHOLD votes for Christopher (Chris) Adams, Brian Rayhill, William Roberts, Gregory Washer, and Daniel Wood are also warranted for serving as non-independent members of certain key board committees.WITHHOLD votes for incumbent director nominees Charles Bradley Jr., Christopher (Chris) Adams, Louis Grasso, Brian Rayhill, William Roberts, Gregory Washer, and Daniel Wood are warranted due to the company's poor responsiveness to low say-on-pay votes in consecutive years.WITHHOLD votes for Audit Committee members Brian Rayhill, Gregory Washer, and Daniel Wood are further warranted for failing to effectively oversee risk for all shareholders, given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares.A vote FOR new director nominee William Grounds is warranted.
Consumer Portfolio Services, Inc.	30-Nov-21	Management	4	Yes	Elect Director William W. Grounds	For	For	For	For	WITHHOLD votes for non-independent nominees Charles Bradley Jr., Christopher (Chris) Adams, Brian Rayhill, William Roberts, Gregory Washer, and Daniel Wood are warranted for lack of a majority independent board.WITHHOLD votes for Christopher (Chris) Adams, Brian Rayhill, William Roberts, Gregory Washer, and Daniel Wood are also warranted for serving as non-independent members of certain key board committees.WITHHOLD votes for incumbent director nominees Charles Bradley Jr., Christopher (Chris) Adams, Louis Grasso, Brian Rayhill, William Roberts, Gregory Washer, and Daniel Wood are warranted due to the company's poor responsiveness to low say-on-pay votes in consecutive years.WITHHOLD votes for Audit Committee members Brian Rayhill, Gregory Washer, and Daniel Wood are further warranted for failing to effectively oversee risk for all shareholders, given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares.A vote FOR new director nominee William Grounds is warranted.
Consumer Portfolio Services, Inc.	30-Nov-21	Management	5	Yes	Elect Director Brian J. Rayhill	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Charles Bradley Jr., Christopher (Chris) Adams, Brian Rayhill, William Roberts, Gregory Washer, and Daniel Wood are warranted for lack of a majority independent board.WITHHOLD votes for Christopher (Chris) Adams, Brian Rayhill, William Roberts, Gregory Washer, and Daniel Wood are also warranted for serving as non-independent members of certain key board committees.WITHHOLD votes for incumbent director nominees Charles Bradley Jr., Christopher (Chris) Adams, Louis Grasso, Brian Rayhill, William Roberts, Gregory Washer, and Daniel Wood are warranted due to the company's poor responsiveness to low say-on-pay votes in consecutive years.WITHHOLD votes for Audit Committee members Brian Rayhill, Gregory Washer, and Daniel Wood are further warranted for failing to effectively oversee risk for all shareholders, given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares.A vote FOR new director nominee William Grounds is warranted.
Consumer Portfolio Services, Inc.	30-Nov-21	Management	6	Yes	Elect Director William B. Roberts	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Charles Bradley Jr., Christopher (Chris) Adams, Brian Rayhill, William Roberts, Gregory Washer, and Daniel Wood are warranted for lack of a majority independent board.WITHHOLD votes for Christopher (Chris) Adams, Brian Rayhill, William Roberts, Gregory Washer, and Daniel Wood are also warranted for serving as non-independent members of certain key board committees.WITHHOLD votes for incumbent director nominees Charles Bradley Jr., Christopher (Chris) Adams, Louis Grasso, Brian Rayhill, William Roberts, Gregory Washer, and Daniel Wood are warranted due to the company's poor responsiveness to low say-on-pay votes in consecutive years.WITHHOLD votes for Audit Committee members Brian Rayhill, Gregory Washer, and Daniel Wood are further warranted for failing to effectively oversee risk for all shareholders, given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares.A vote FOR new director nominee William Grounds is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Consumer Portfolio Services, Inc.	30-Nov-21	Management	7	Yes	Elect Director Gregory S. Washer	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Charles Bradley Jr., Christopher (Chris) Adams, Brian Rayhill, William Roberts, Gregory Washer, and Daniel Wood are warranted for lack of a majority independent board.WITHHOLD votes for Christopher (Chris) Adams, Brian Rayhill, William Roberts, Gregory Washer, and Daniel Wood are also warranted for serving as non-independent members of certain key board committees.WITHHOLD votes for incumbent director nominees Charles Bradley Jr., Christopher (Chris) Adams, Louis Grasso, Brian Rayhill, William Roberts, Gregory Washer, and Daniel Wood are warranted due to the company's poor responsiveness to low say-on-pay votes in consecutive years.WITHHOLD votes for Audit Committee members Brian Rayhill, Gregory Washer, and Daniel Wood are further warranted for failing to effectively oversee risk for all shareholders, given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares.A vote FOR new director nominee William Grounds is warranted.
Consumer Portfolio Services, Inc.	30-Nov-21	Management	8	Yes	Elect Director Daniel S. Wood	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Charles Bradley Jr., Christopher (Chris) Adams, Brian Rayhill, William Roberts, Gregory Washer, and Daniel Wood are warranted for lack of a majority independent board.WITHHOLD votes for Christopher (Chris) Adams, Brian Rayhill, William Roberts, Gregory Washer, and Daniel Wood are also warranted for serving as non-independent members of certain key board committees.WITHHOLD votes for incumbent director nominees Charles Bradley Jr., Christopher (Chris) Adams, Louis Grasso, Brian Rayhill, William Roberts, Gregory Washer, and Daniel Wood are warranted due to the company's poor responsiveness to low say-on-pay votes in consecutive years.WITHHOLD votes for Audit Committee members Brian Rayhill, Gregory Washer, and Daniel Wood are further warranted for failing to effectively oversee risk for all shareholders, given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares.A vote FOR new director nominee William Grounds is warranted.
Consumer Portfolio Services, Inc.	30-Nov-21	Management	9	Yes	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
Consumer Portfolio Services, Inc.	30-Nov-21	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: "The company demonstrated poor responsiveness to shareholder concerns following last year's low say-on-pay support;" "Equity awards allow for auto-accelerated vesting upon a change-in-control event;" "The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines, or holding period requirements for executives; and" "Equity awards to the CEO lack any performance-contingent pay
Consumer Portfolio Services, Inc.	30-Nov-21	Management	11	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: "The company's potential Voting Power Dilution (VPD) for all incentive plans of 46.33 percent is excessive." The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards." The company's three-year average burn rate is excessive." The plan allows for single-trigger vesting of awards in the event of a change-in-control.
Contango Oil & Gas Company	06-Dec-21	Management	1	Yes	Approve Merger Agreement	For	For	For	For	A vote FOR this proposal is warranted given the reasonably thorough sale process, strong strategic rationale, and the expected financial benefits, including accretion to cash flow per share and cost synergies.
Contango Oil & Gas Company	06-Dec-21	Management	2	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST the proposal is warranted because the plan contributes to a problematic use of equity in connection with the proposed merger. In addition, the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Contango Oil & Gas Company	06-Dec-21	Management	3	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against	The board seeks shareholder approval of transaction in which the businesses of Contango Oil & Gas Company and Independence Energy LLC will combine under a new holding company structure. Each Contango common share will be exchanged for 0.2 of a class A share in the post-transaction entity, of which legacy Contango shareholders will own approximately 25 percent in aggregate. The combined entity was valued at approximately \$4.72 billion at announcement.Support for the transaction is warranted given the reasonably thorough sale process, strong strategic rationale, and the expected financial benefits, including accretion to cash flow per share and cost synergies.Support for the golden parachute proposal is not warranted. While cash severance is double trigger and no excise tax gross-ups are payable, NEOs' equity will be automatically accelerated upon consummation of the merger. Additionally, unvested PSUs will be deemed as having been attained at the maximum level, without compelling rationale.Support is also not warranted for the stock plan, as the plan is expected to contribute to the problematic use
Core-Mark Holding Company, Inc.	25-Aug-21	Management	1	Yes	Approve Merger Agreement	For	For	For	For	A vote FOR this proposal is warranted given the compelling strategic rationale and that the proposed consideration appears reasonable.
Core-Mark Holding Company, Inc.	25-Aug-21	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Cash severance is double trigger and is reasonably based, and no excise tax gross-ups are payable. Additionally, equity awards will be converted into PFG time-based awards, with the same vesting terms and conditions. The PSUs will be converted either at target, truncated, or actual performance.
Core-Mark Holding Company, Inc.	25-Aug-21	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted given that the underlying transaction warrants shareholder support
Cornerstone OnDemand, Inc.	12-Oct-21	Management	1	Yes	Approve Merger Agreement	For	For	For	For	While the merger consideration is a discount to CSOD's all-time, pre-COVID-19 pandemic high, it is a 30.8 percent premium to the unaffected date price and a 4.2 percent premium to the 52-week high before the unaffected price. In addition, the sales process was thorough, the merger consideration appears fair from a valuation standpoint, there is a potential downside risk of non-approval, and the cash consideration provides liquidity and certainty of value. As such, support FOR the proposed transaction is warranted.
Cornerstone OnDemand, Inc.	12-Oct-21	Management	2	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although the NEOs' potential cash severance is double trigger and reasonably based, and equity awards are subject to double trigger vesting, certain NEOs are entitled to receive problematic excise tax gross-ups on their golden parachute
Cornerstone OnDemand, Inc.	12-Oct-21	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR the proposed agenda item is warranted as the underlying transaction warrants
CorVel Corporation	05-Aug-21	Management	1	Yes	Elect Director V. Gordon Clemons	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees V. Gordon Clemons Sr., R. Judd Jessup, Steven (Steve) Hamerslag, Alan Hoops, Jean Macino and Jeffrey Michael are warranted for lack of a majority independent board.WITHHOLD votes for R. Judd Jessup, Steven (Steve) Hamerslag, Alan Hoops, Jean Macino and Jeffrey Michael are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes are warranted for all director nominees for maintaining a long-term poison pill that has not been ratified by shareholders.

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CorVel Corporation	05-Aug-21	Management	2	Yes	Elect Director Steven J. Hamerslag	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees V. Gordon Clemons Sr., R. Judd Jessup, Steven (Steve) Hamerslag, Alan Hoops, Jean Macino and Jeffrey Michael are warranted for lack of a majority independent board.WITHHOLD votes for R. Judd Jessup, Steven (Steve) Hamerslag, Alan Hoops, Jean Macino and Jeffrey Michael are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes are warranted for all director nominees for maintaining a long-term poison pill that has not been ratified by shareholders.
CorVel Corporation	05-Aug-21	Management	3	Yes	Elect Director Alan R. Hoops	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees V. Gordon Clemons Sr., R. Judd Jessup, Steven (Steve) Hamerslag, Alan Hoops, Jean Macino and Jeffrey Michael are warranted for lack of a majority independent board.WITHHOLD votes for R. Judd Jessup, Steven (Steve) Hamerslag, Alan Hoops, Jean Macino and Jeffrey Michael are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes are warranted for all director nominees for maintaining a long-term poison pill that has not been ratified by shareholders.
CorVel Corporation	05-Aug-21	Management	4	Yes	Elect Director R. Judd Jessup	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees V. Gordon Clemons Sr., R. Judd Jessup, Steven (Steve) Hamerslag, Alan Hoops, Jean Macino and Jeffrey Michael are warranted for lack of a majority independent board.WITHHOLD votes for R. Judd Jessup, Steven (Steve) Hamerslag, Alan Hoops, Jean Macino and Jeffrey Michael are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes are warranted for all director nominees for maintaining a long-term poison pill that has not been ratified by shareholders.
CorVel Corporation	05-Aug-21	Management	5	Yes	Elect Director Jean H. Macino	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees V. Gordon Clemons Sr., R. Judd Jessup, Steven (Steve) Hamerslag, Alan Hoops, Jean Macino and Jeffrey Michael are warranted for lack of a majority independent board.WITHHOLD votes for R. Judd Jessup, Steven (Steve) Hamerslag, Alan Hoops, Jean Macino and Jeffrey Michael are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes are warranted for all director nominees for maintaining a long-term poison pill that has not been ratified by shareholders.
CorVel Corporation	05-Aug-21	Management	6	Yes	Elect Director Jeffrey J. Michael	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees V. Gordon Clemons Sr., R. Judd Jessup, Steven (Steve) Hamerslag, Alan Hoops, Jean Macino and Jeffrey Michael are warranted for lack of a majority independent board.WITHHOLD votes for R. Judd Jessup, Steven (Steve) Hamerslag, Alan Hoops, Jean Macino and Jeffrey Michael are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes are warranted for all director nominees for maintaining a long-term poison pill that has not been ratified by shareholders.
CorVel Corporation	05-Aug-21	Management	7	Yes	Ratify Haskell & White LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
CorVel Corporation	05-Aug-21	Management	8	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that:" The purchase price is reasonable;" The shares reserved is relatively conservative; and" The offering period is within the limits prescribed.
Costamare, Inc.	30-Sep-21	Management	1	Yes	Elect Director Gregory Zikos	For	Against	Against	Against	Votes AGAINST non-independent nominees Vagn Lehd Moeller and Gregory Zikos are warranted for lack of a majority independent board.Votes AGAINST Vagn Lehd Moeller are also warranted for serving as a non-independent member of a key board committee.
Costamare, Inc.	30-Sep-21	Management	2	Yes	Elect Director Vagn Lehd Moller	For	For	Against	Against	Votes AGAINST non-independent nominees Vagn Lehd Moeller and Gregory Zikos are warranted for lack of a majority independent board.Votes AGAINST Vagn Lehd Moeller are also warranted for serving as a non-independent member of a key board committee.
Costamare, Inc.	30-Sep-21	Management	3	Yes	Ratify Ernst & Young (Hellas) Certified Auditors Accountants S.A., as	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
Coty Inc.	04-Nov-21	Management	1	Yes	Elect Director Beatrice Ballini	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerd Peter Harf, Sue Nabi, Robert (Bob) Singer, Joachim Joseph Creus, Olivier Goudet, Erhard Schoewel, and Justine Tan are warranted for lack of a majority independent board.WITHHOLD votes for Robert (Bob) Singer and Erhard Schoewel are also warranted for serving as non-independent members of certain key board committees.WITHHOLD votes for incumbent compensation committee members Beatrice Ballini, Johannes Huth, and Erhard Schoewel are warranted for persistent compensation-related concerns demonstrating poor stewardship of the pay program.A vote FOR the remaining director nominees
Coty Inc.	04-Nov-21	Management	2	Yes	Elect Director Joachim Creus	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerd Peter Harf, Sue Nabi, Robert (Bob) Singer, Joachim Joseph Creus, Olivier Goudet, Erhard Schoewel, and Justine Tan are warranted for lack of a majority independent board.WITHHOLD votes for Robert (Bob) Singer and Erhard Schoewel are also warranted for serving as non-independent members of certain key board committees.WITHHOLD votes for incumbent compensation committee members Beatrice Ballini, Johannes Huth, and Erhard Schoewel are warranted for persistent compensation-related concerns demonstrating poor stewardship of the pay program.A vote FOR the remaining director nominees
Coty Inc.	04-Nov-21	Management	3	Yes	Elect Director Nancy G. Ford	For	For	For	For	WITHHOLD votes for non-independent nominees Gerd Peter Harf, Sue Nabi, Robert (Bob) Singer, Joachim Joseph Creus, Olivier Goudet, Erhard Schoewel, and Justine Tan are warranted for lack of a majority independent board.WITHHOLD votes for Robert (Bob) Singer and Erhard Schoewel are also warranted for serving as non-independent members of certain key board committees.WITHHOLD votes for incumbent compensation committee members Beatrice Ballini, Johannes Huth, and Erhard Schoewel are warranted for persistent compensation-related concerns demonstrating poor stewardship of the pay program.A vote FOR the remaining director nominees
Coty Inc.	04-Nov-21	Management	4	Yes	Elect Director Olivier Goudet	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerd Peter Harf, Sue Nabi, Robert (Bob) Singer, Joachim Joseph Creus, Olivier Goudet, Erhard Schoewel, and Justine Tan are warranted for lack of a majority independent board.WITHHOLD votes for Robert (Bob) Singer and Erhard Schoewel are also warranted for serving as non-independent members of certain key board committees.WITHHOLD votes for incumbent compensation committee members Beatrice Ballini, Johannes Huth, and Erhard Schoewel are warranted for persistent compensation-related concerns demonstrating poor stewardship of the pay program.A vote FOR the remaining director nominees
Coty Inc.	04-Nov-21	Management	5	Yes	Elect Director Peter Harf	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerd Peter Harf, Sue Nabi, Robert (Bob) Singer, Joachim Joseph Creus, Olivier Goudet, Erhard Schoewel, and Justine Tan are warranted for lack of a majority independent board.WITHHOLD votes for Robert (Bob) Singer and Erhard Schoewel are also warranted for serving as non-independent members of certain key board committees.WITHHOLD votes for incumbent compensation committee members Beatrice Ballini, Johannes Huth, and Erhard Schoewel are warranted for persistent compensation-related concerns demonstrating poor stewardship of the pay program.A vote FOR the remaining director nominees

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Coty Inc.	04-Nov-21	Management	6	Yes	Elect Director Johannes P. Huth	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerd Peter Harf, Sue Nabi, Robert (Bob) Singer, Joachim Joseph Creus, Olivier Goudet, Erhard Schoewel, and Justine Tan are warranted for lack of a majority independent boardWITHHOLD votes for Robert (Bob) Singer and Erhard Schoewel are also warranted for serving as non-independent members of certain key board committees.WITHHOLD votes for incumbent compensation committee members Beatrice Ballini, Johannes Huth, and Erhard Schoewel are warranted for persistent compensation-related concerns demonstrating poor stewardship of the pay program.A vote FOR the remaining director nominees
Coty Inc.	04-Nov-21	Management	7	Yes	Elect Director Maria Ausuncion Aramburuzabala Larregui	For	For	For	For	WITHHOLD votes for non-independent nominees Gerd Peter Harf, Sue Nabi, Robert (Bob) Singer, Joachim Joseph Creus, Olivier Goudet, Erhard Schoewel, and Justine Tan are warranted for lack of a majority independent boardWITHHOLD votes for Robert (Bob) Singer and Erhard Schoewel are also warranted for serving as non-independent members of certain key board committees.WITHHOLD votes for incumbent compensation committee members Beatrice Ballini, Johannes Huth, and Erhard Schoewel are warranted for persistent compensation-related concerns demonstrating poor stewardship of the pay program.A vote FOR the remaining director nominees
Coty Inc.	04-Nov-21	Management	8	Yes	Elect Director Anna Adeola Makanju	For	For	For	For	WITHHOLD votes for non-independent nominees Gerd Peter Harf, Sue Nabi, Robert (Bob) Singer, Joachim Joseph Creus, Olivier Goudet, Erhard Schoewel, and Justine Tan are warranted for lack of a majority independent boardWITHHOLD votes for Robert (Bob) Singer and Erhard Schoewel are also warranted for serving as non-independent members of certain key board committees.WITHHOLD votes for incumbent compensation committee members Beatrice Ballini, Johannes Huth, and Erhard Schoewel are warranted for persistent compensation-related concerns demonstrating poor stewardship of the pay program.A vote FOR the remaining director nominees
Coty Inc.	04-Nov-21	Management	9	Yes	Elect Director Sue Y. Nabi	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerd Peter Harf, Sue Nabi, Robert (Bob) Singer, Joachim Joseph Creus, Olivier Goudet, Erhard Schoewel, and Justine Tan are warranted for lack of a majority independent boardWITHHOLD votes for Robert (Bob) Singer and Erhard Schoewel are also warranted for serving as non-independent members of certain key board committees.WITHHOLD votes for incumbent compensation committee members Beatrice Ballini, Johannes Huth, and Erhard Schoewel are warranted for persistent compensation-related concerns demonstrating poor stewardship of the pay program.A vote FOR the remaining director nominees
Coty Inc.	04-Nov-21	Management	10	Yes	Elect Director Isabelle Parize	For	For	For	For	WITHHOLD votes for non-independent nominees Gerd Peter Harf, Sue Nabi, Robert (Bob) Singer, Joachim Joseph Creus, Olivier Goudet, Erhard Schoewel, and Justine Tan are warranted for lack of a majority independent boardWITHHOLD votes for Robert (Bob) Singer and Erhard Schoewel are also warranted for serving as non-independent members of certain key board committees.WITHHOLD votes for incumbent compensation committee members Beatrice Ballini, Johannes Huth, and Erhard Schoewel are warranted for persistent compensation-related concerns demonstrating poor stewardship of the pay program.A vote FOR the remaining director nominees
Coty Inc.	04-Nov-21	Management	11	Yes	Elect Director Erhard Schoewel	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerd Peter Harf, Sue Nabi, Robert (Bob) Singer, Joachim Joseph Creus, Olivier Goudet, Erhard Schoewel, and Justine Tan are warranted for lack of a majority independent boardWITHHOLD votes for Robert (Bob) Singer and Erhard Schoewel are also warranted for serving as non-independent members of certain key board committees.WITHHOLD votes for incumbent compensation committee members Beatrice Ballini, Johannes Huth, and Erhard Schoewel are warranted for persistent compensation-related concerns demonstrating poor stewardship of the pay program.A vote FOR the remaining director nominees
Coty Inc.	04-Nov-21	Management	12	Yes	Elect Director Robert Singer	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerd Peter Harf, Sue Nabi, Robert (Bob) Singer, Joachim Joseph Creus, Olivier Goudet, Erhard Schoewel, and Justine Tan are warranted for lack of a majority independent boardWITHHOLD votes for Robert (Bob) Singer and Erhard Schoewel are also warranted for serving as non-independent members of certain key board committees.WITHHOLD votes for incumbent compensation committee members Beatrice Ballini, Johannes Huth, and Erhard Schoewel are warranted for persistent compensation-related concerns demonstrating poor stewardship of the pay program.A vote FOR the remaining director nominees
Coty Inc.	04-Nov-21	Management	13	Yes	Elect Director Justine Tan	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerd Peter Harf, Sue Nabi, Robert (Bob) Singer, Joachim Joseph Creus, Olivier Goudet, Erhard Schoewel, and Justine Tan are warranted for lack of a majority independent boardWITHHOLD votes for Robert (Bob) Singer and Erhard Schoewel are also warranted for serving as non-independent members of certain key board committees.WITHHOLD votes for incumbent compensation committee members Beatrice Ballini, Johannes Huth, and Erhard Schoewel are warranted for persistent compensation-related concerns demonstrating poor stewardship of the pay program.A vote FOR the remaining director nominees
Coty Inc.	04-Nov-21	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although CEO Nabi is not eligible for additional equity awards and the annual bonus plan during her employment term, her sign-on RSUs of \$280 million represent an extraordinary magnitude. Further concerning is that the awards are designed to fully vest in less than three years following the grant. Additionally, Nabi is entitled to an outsized base salary valued at approximately \$3.5 million for 2021. Overall, FY21 pay lacks pre-set performance criteria, as other NEOs' equity awards are also entirely time-based, and the FY21 bonus program was suspended due to the pandemic. Further, another NEO also received a relatively large base salary. Notably, these significant concerns for the year in review follow a multiple years of problematic pay decisions at the company.
Coty Inc.	04-Nov-21	Management	15	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
Covanta Holding Corporation	12-Oct-21	Management	1	Yes	Approve Merger Agreement	For	For	For	For	In evaluating the proposed transaction, shareholders are receiving a meaningful premium to the unaffected date and historical trading levels and the cash consideration provides certainty of value. There does not appear to have been a catalyst that would change the market perception of CVA, nor enough objective evidence for shareholders to confidently walk away from a premium offer. Additionally, the valuation appears fair, the sales process appears thorough, and there is a potential downside risk of non-approval. Based on these factors, support FOR the proposed transaction is warranted.
Covanta Holding Corporation	12-Oct-21	Management	2	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although cash severance is double trigger, all outstanding equity awards will automatically accelerate in connection with the merger. Additionally, NEOs are entitled to receive problematic excise tax gross-ups pursuant to the merger agreement.
Covanta Holding Corporation	12-Oct-21	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this agenda item is warranted as the underlying transaction warrants support.
CRA International, Inc.	28-Jul-21	Management	1	Yes	Elect Director Robert Holthausen	For	For	For	For	Votes FOR the nominees are warranted.
CRA International, Inc.	28-Jul-21	Management	2	Yes	Elect Director Nancy Hawthorne	For	For	For	For	Votes FOR the nominees are warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
CRA International, Inc.	28-Jul-21	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
CRA International, Inc.	28-Jul-21	Management	4	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Cracker Barrel Old Country Store, Inc.	18-Nov-21	Management	1	Yes	Elect Director Thomas H. Barr	For	For	For	For	WITHHOLD votes for Andrea Weiss are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Cracker Barrel Old Country Store, Inc.	18-Nov-21	Management	2	Yes	Elect Director Carl T. Berquist	For	For	For	For	WITHHOLD votes for Andrea Weiss are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Cracker Barrel Old Country Store, Inc.	18-Nov-21	Management	3	Yes	Elect Director Sandra B. Cochran	For	For	For	For	WITHHOLD votes for Andrea Weiss are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Cracker Barrel Old Country Store, Inc.	18-Nov-21	Management	4	Yes	Elect Director Meg G. Crofton	For	For	For	For	WITHHOLD votes for Andrea Weiss are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Cracker Barrel Old Country Store, Inc.	18-Nov-21	Management	5	Yes	Elect Director Gilbert R. Davila	For	For	For	For	WITHHOLD votes for Andrea Weiss are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Cracker Barrel Old Country Store, Inc.	18-Nov-21	Management	6	Yes	Elect Director William W. McCarten	For	For	For	For	WITHHOLD votes for Andrea Weiss are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Cracker Barrel Old Country Store, Inc.	18-Nov-21	Management	7	Yes	Elect Director Coleman H. Peterson	For	For	For	For	WITHHOLD votes for Andrea Weiss are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Cracker Barrel Old Country Store, Inc.	18-Nov-21	Management	8	Yes	Elect Director Gisel Ruiz	For	For	For	For	WITHHOLD votes for Andrea Weiss are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Cracker Barrel Old Country Store, Inc.	18-Nov-21	Management	9	Yes	Elect Director Darryl L. (Chip) Wade	For	For	For	For	WITHHOLD votes for Andrea Weiss are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Cracker Barrel Old Country Store, Inc.	18-Nov-21	Management	10	Yes	Elect Director Andrea M. Weiss	For	For	Withhold	Withhold	WITHHOLD votes for Andrea Weiss are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Cracker Barrel Old Country Store, Inc.	18-Nov-21	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. In response to the prior year's low say-on-pay vote, the compensation committee engaged with shareholders and made significant improvements to the company's compensation practices in response to the feedback received. Further, pay and performance are reasonably aligned and no significant concerns were identified at this time.
Cracker Barrel Old Country Store, Inc.	18-Nov-21	Management	12	Yes	Adopt, Renew or Amend Shareholder Rights Plan (Poison Pill)	For	For	For	For	A vote FOR this proposal is warranted. The pill has a 20 percent trigger, an extension term of no more than three years, a shareholder redemption feature, and no "dead-" or "slow-hand" provision.
Cracker Barrel Old Country Store, Inc.	18-Nov-21	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
Cracker Barrel Old Country Store, Inc.	18-Nov-21	Shareholder	14	Yes	Allow Shareholder Meetings to be Held in Virtual-Only Format	Against	For	For	For	A vote FOR this proposal is warranted. The proposal would allow the company the flexibility to adopt a policy which would provide for hybrid shareholder meetings, which would ensure shareholders have a means to attend shareholder meetings during circumstances where in person attendance is limited or not permitted, while also not eliminating in-person attendance.
CryoLife, Inc.	16-Nov-21	Management	1	Yes	Change State of Incorporation [from Florida to Delaware]	For	For	For	For	A vote FOR this proposal is warranted. On balance, the reincorporation to Delaware would be favorable to shareholders and their rights.
CryoLife, Inc.	16-Nov-21	Management	2	Yes	Adopt the Jurisdiction of Incorporation as the Exclusive Forum for Ce	For	For	Against	Against	A vote AGAINST this proposal is warranted as exclusive forum provisions have the potential to deprive shareholders of the flexibility to choose the forum in which to file claims and as such cannot be supported under Public Fund Advisory Services policy.
CryoLife, Inc.	16-Nov-21	Management	3	Yes	Adjourn Meeting	For	For	Against	Against	A vote AGAINST this proposal is warranted given that Item 2 does not warrant shareholder
CSW Industrials, Inc.	25-Aug-21	Management	1	Yes	Elect Director Joseph B. Armes	For	For	For	For	A vote FOR the director nominees is warranted.
CSW Industrials, Inc.	25-Aug-21	Management	2	Yes	Elect Director Michael R. Gambrell	For	For	For	For	A vote FOR the director nominees is warranted.
CSW Industrials, Inc.	25-Aug-21	Management	3	Yes	Elect Director Terry L. Johnston	For	For	For	For	A vote FOR the director nominees is warranted.
CSW Industrials, Inc.	25-Aug-21	Management	4	Yes	Elect Director Linda A. Livingstone	For	For	For	For	A vote FOR the director nominees is warranted.
CSW Industrials, Inc.	25-Aug-21	Management	5	Yes	Elect Director Robert M. Swartz	For	For	For	For	A vote FOR the director nominees is warranted.
CSW Industrials, Inc.	25-Aug-21	Management	6	Yes	Elect Director J. Kent Sweezey	For	For	For	For	A vote FOR the director nominees is warranted.
CSW Industrials, Inc.	25-Aug-21	Management	7	Yes	Elect Director Debra L. von Storch	For	For	For	For	A vote FOR the director nominees is warranted.
CSW Industrials, Inc.	25-Aug-21	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
CSW Industrials, Inc.	25-Aug-21	Management	9	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit
Culp, Inc.	29-Sep-21	Management	1	Yes	Elect Director John A. Baugh	For	For	For	For	A vote FOR all director nominees is warranted.
Culp, Inc.	29-Sep-21	Management	2	Yes	Elect Director Robert G. Culp, IV	For	For	For	For	A vote FOR all director nominees is warranted.
Culp, Inc.	29-Sep-21	Management	3	Yes	Elect Director Perry E. Davis	For	For	For	For	A vote FOR all director nominees is warranted.
Culp, Inc.	29-Sep-21	Management	4	Yes	Elect Director Sharon A. Decker	For	For	For	For	A vote FOR all director nominees is warranted.
Culp, Inc.	29-Sep-21	Management	5	Yes	Elect Director Kimberly B. Gatling	For	For	For	For	A vote FOR all director nominees is warranted.
Culp, Inc.	29-Sep-21	Management	6	Yes	Elect Director Jonathan L. Kelly	For	For	For	For	A vote FOR all director nominees is warranted.
Culp, Inc.	29-Sep-21	Management	7	Yes	Elect Director Fred A. Jackson	For	For	For	For	A vote FOR all director nominees is warranted.
Culp, Inc.	29-Sep-21	Management	8	Yes	Elect Director Franklin N. Saxon	For	For	For	For	A vote FOR all director nominees is warranted.
Culp, Inc.	29-Sep-21	Management	9	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
Culp, Inc.	29-Sep-21	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While some concerns are raised given that equity awards for fiscal 2021 were entirely time-vesting, pay-for-performance concerns are mitigated at this time as prior cycle performance awards were forfeited when goals were unmet and the bonus program is entirely performance-based.
Daktronics, Inc.	01-Sep-21	Management	1	Yes	Elect Director John P. Friel	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent director nominees Reece Kurtenbach and John Friel are warranted for maintaining a long-term poison pill that has not been ratified by shareholders and for failing to address the low support received by director Robert Kutcher at last year's annual meeting.A vote FOR the remaining director nominees is warranted.
Daktronics, Inc.	01-Sep-21	Management	2	Yes	Elect Director Reece A. Kurtenbach	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent director nominees Reece Kurtenbach and John Friel are warranted for maintaining a long-term poison pill that has not been ratified by shareholders and for failing to address the low support received by director Robert Kutcher at last year's annual meeting.A vote FOR the remaining director nominees is warranted.
Daktronics, Inc.	01-Sep-21	Management	3	Yes	Elect Director Shereta Williams	For	For	For	For	WITHHOLD votes for incumbent director nominees Reece Kurtenbach and John Friel are warranted for maintaining a long-term poison pill that has not been ratified by shareholders and for failing to address the low support received by director Robert Kutcher at last year's annual meeting.A vote FOR the remaining director nominees is warranted.
Daktronics, Inc.	01-Sep-21	Management	4	Yes	Elect Director Lance D. Bultena	For	For	For	For	WITHHOLD votes for incumbent director nominees Reece Kurtenbach and John Friel are warranted for maintaining a long-term poison pill that has not been ratified by shareholders and for failing to address the low support received by director Robert Kutcher at last year's annual meeting.A vote FOR the remaining director nominees is warranted.

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Daktronics, Inc.	01-Sep-21	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Daktronics, Inc.	01-Sep-21	Management	6	Yes	Ratify Deloitte & Touche, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Digital Turbine, Inc.	14-Sep-21	Management	1	Yes	Elect Director Robert Deutschman	For	For	For	For	A vote FOR all director nominees is warranted.
Digital Turbine, Inc.	14-Sep-21	Management	2	Yes	Elect Director Roy H. Chestnutt	For	For	For	For	A vote FOR all director nominees is warranted.
Digital Turbine, Inc.	14-Sep-21	Management	3	Yes	Elect Director Holly Hess Groos	For	For	For	For	A vote FOR all director nominees is warranted.
Digital Turbine, Inc.	14-Sep-21	Management	4	Yes	Elect Director Mohan S. Gyani	For	For	For	For	A vote FOR all director nominees is warranted.
Digital Turbine, Inc.	14-Sep-21	Management	5	Yes	Elect Director Jeffrey Karish	For	For	For	For	A vote FOR all director nominees is warranted.
Digital Turbine, Inc.	14-Sep-21	Management	6	Yes	Elect Director Michelle M. Sterling	For	For	For	For	A vote FOR all director nominees is warranted.
Digital Turbine, Inc.	14-Sep-21	Management	7	Yes	Elect Director William G. Stone, III	For	For	For	For	A vote FOR all director nominees is warranted.
Digital Turbine, Inc.	14-Sep-21	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Digital Turbine, Inc.	14-Sep-21	Management	9	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit
Domtar Corporation	29-Jul-21	Management	1	Yes	Approve Merger Agreement	For	For	For	For	A vote FOR this proposal is warranted. While the sale process was suboptimal, the offer represents a substantial premium and the all-cash consideration provides liquidity and certainty of
Domtar Corporation	29-Jul-21	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Although equity awards are subject to single-trigger vesting, performance shares will be earned based on actual or target performance; and the recent awards will be prorated. Moreover, cash severance is double trigger, reasonably based, and no excise tax gross-ups are provided.
Domtar Corporation	29-Jul-21	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted as the underlying transaction also merits support.
Dorian LPG Ltd.	21-Oct-21	Management	1	Yes	Elect Director Ted Kalborg	For	For	Withhold	Withhold	WITHHOLD votes for compensation committee member Ted Kalborg are warranted due to poor pay practices identified for the fiscal year under review, including the auto-accelerated vesting of equity upon a change-in-control, absence of several risk mitigators, and lack of performance-based awards.A vote FOR the remaining director nominees is warranted.
Dorian LPG Ltd.	21-Oct-21	Management	2	Yes	Elect Director Oivind Lorentzen	For	For	For	For	WITHHOLD votes for compensation committee member Ted Kalborg are warranted due to poor pay practices identified for the fiscal year under review, including the auto-accelerated vesting of equity upon a change-in-control, absence of several risk mitigators, and lack of performance-based awards.A vote FOR the remaining director nominees is warranted.
Dorian LPG Ltd.	21-Oct-21	Management	3	Yes	Elect Director John C. Lycouris	For	For	For	For	WITHHOLD votes for compensation committee member Ted Kalborg are warranted due to poor pay practices identified for the fiscal year under review, including the auto-accelerated vesting of equity upon a change-in-control, absence of several risk mitigators, and lack of performance-based awards.A vote FOR the remaining director nominees is warranted.
Dorian LPG Ltd.	21-Oct-21	Management	4	Yes	Ratify Deloitte Certified Public Accountants S.A. as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because the auditor's tenure at the company exceeds seven years.
Dorian LPG Ltd.	21-Oct-21	Management	5	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: " The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards." The plan administrator may provide loans to exercise awards." The plan allows for single-trigger vesting of awards in the event of a change-in-control.
DSP Group, Inc.	29-Nov-21	Management	1	Yes	Approve Merger Agreement	For	For	For	For	Despite the lack of offers from entities other than SYNA, given the premium to the share price two months before announcement and to comparable transactions, the downside risk of non-approval, and the certainty of value provided by the cash consideration, support FOR the transaction is
DSP Group, Inc.	29-Nov-21	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR the proposal is warranted. Although the CEO's performance equity will accelerate upon the merger, cash severance and time-based equity acceleration are double trigger and of a reasonable basis, with no tax gross-ups payable.
DSP Group, Inc.	29-Nov-21	Management	3	Yes	Adjourn Meeting	For	For	For	For	Support FOR this proposal is warranted, as the underlying transaction merits support.
DXC Technology Company	17-Aug-21	Management	1	Yes	Elect Director Mukesh Aghi	For	For	For	For	A vote FOR all director nominees is warranted.
DXC Technology Company	17-Aug-21	Management	2	Yes	Elect Director Amy E. Alving	For	For	For	For	A vote FOR all director nominees is warranted.
DXC Technology Company	17-Aug-21	Management	3	Yes	Elect Director David A. Barnes	For	For	For	For	A vote FOR all director nominees is warranted.
DXC Technology Company	17-Aug-21	Management	4	Yes	Elect Director Raul J. Fernandez	For	For	For	For	A vote FOR all director nominees is warranted.
DXC Technology Company	17-Aug-21	Management	5	Yes	Elect Director David L. Herzog	For	For	For	For	A vote FOR all director nominees is warranted.
DXC Technology Company	17-Aug-21	Management	6	Yes	Elect Director Mary L. Krakauer	For	For	For	For	A vote FOR all director nominees is warranted.
DXC Technology Company	17-Aug-21	Management	7	Yes	Elect Director Ian C. Read	For	For	For	For	A vote FOR all director nominees is warranted.
DXC Technology Company	17-Aug-21	Management	8	Yes	Elect Director Dawn Rogers	For	For	For	For	A vote FOR all director nominees is warranted.
DXC Technology Company	17-Aug-21	Management	9	Yes	Elect Director Michael J. Salvino	For	For	For	For	A vote FOR all director nominees is warranted.
DXC Technology Company	17-Aug-21	Management	10	Yes	Elect Director Manoj P. Singh	For	For	For	For	A vote FOR all director nominees is warranted.
DXC Technology Company	17-Aug-21	Management	11	Yes	Elect Director Akihiko Washington	For	For	For	For	A vote FOR all director nominees is warranted.
DXC Technology Company	17-Aug-21	Management	12	Yes	Elect Director Robert F. Woods	For	For	For	For	A vote FOR all director nominees is warranted.
DXC Technology Company	17-Aug-21	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
DXC Technology Company	17-Aug-21	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	Following the low support for say-on-pay in 2020, the company engaged with a significant portion of its shareholder base and made changes and commitments to address certain concerns related to the executive compensation program. These included the company making a commitment to only pay for actual performance and not waive performance conditions on incentive awards going forward. In addition, the company improved its disclosure regarding the rationale for using certain performance metrics.However, there is an unmitigated pay-for-performance misalignment for the year in review. Specifically, the annual incentive pool was funded above target based on financial goals that were set significantly lower than the prior year, while executives' payout opportunities remained unchanged. The application of a subjective strategic modifier then increased the CEO's payout from above target to the maximum level.Further, the company does not provide a compelling rationale for the significant decrease in the proportion of PSUs granted to certain NEOs. In addition, retention and one-time awards appear to be problematic, as certain awards are entirely time-based with a fairly short vesting period. This also includes a sizable lump-sum cash payment to one NEO. Finally, the CEO's employment agreement provides for a cash payment upon any termination of employment, which is considered a problematic pay practice.Although the compensation committee has demonstrated adequate responsiveness, a vote AGAINST this proposal is warranted in light of the above pay-for-performance concerns.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
e.l.f. Beauty, Inc.	26-Aug-21	Management	1	Yes	Elect Director Lauren Cooks Levitan	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Lauren Cooks Levitan, Richelle Parham, and Richard Wolford given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.A vote FOR director nominee Kenneth (Kenny) Mitchell Jr. is warranted.
e.l.f. Beauty, Inc.	26-Aug-21	Management	2	Yes	Elect Director Kenny Mitchell	For	For	For	For	WITHHOLD votes are warranted for incumbent director nominees Lauren Cooks Levitan, Richelle Parham, and Richard Wolford given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.A vote FOR director nominee Kenneth (Kenny) Mitchell Jr. is warranted.
e.l.f. Beauty, Inc.	26-Aug-21	Management	3	Yes	Elect Director Richelle Parham	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Lauren Cooks Levitan, Richelle Parham, and Richard Wolford given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.A vote FOR director nominee Kenneth (Kenny) Mitchell Jr. is warranted.
e.l.f. Beauty, Inc.	26-Aug-21	Management	4	Yes	Elect Director Richard Wolford	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Lauren Cooks Levitan, Richelle Parham, and Richard Wolford given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.A vote FOR director nominee Kenneth (Kenny) Mitchell Jr. is warranted.
e.l.f. Beauty, Inc.	26-Aug-21	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. While the compensation committee demonstrated sufficient responsiveness to prior year's low say-on-pay vote result, changes to the pay program that were implemented in connection with the pandemic raise concerns. Payout opportunities under the annual incentive program were not reduced despite goals being significantly lower than the prior year's actual performance, which ultimately resulted in payouts at maximum level. Further, the measurement period for performance-based equity awards was
e.l.f. Beauty, Inc.	26-Aug-21	Management	6	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Eagle Materials Inc.	03-Aug-21	Management	1	Yes	Elect Director F. William Barnett	For	For	Against	Against	Votes AGAINST F. William Barnett are also warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Eagle Materials Inc.	03-Aug-21	Management	2	Yes	Elect Director Richard Beckwitt	For	For	For	For	Votes AGAINST F. William Barnett are also warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Eagle Materials Inc.	03-Aug-21	Management	3	Yes	Elect Director Ed H. Bowman	For	For	For	For	Votes AGAINST F. William Barnett are also warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Eagle Materials Inc.	03-Aug-21	Management	4	Yes	Elect Director Michael R. Haack	For	For	For	For	Votes AGAINST F. William Barnett are also warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Eagle Materials Inc.	03-Aug-21	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Eagle Materials Inc.	03-Aug-21	Management	6	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
Eagle Pharmaceuticals, Inc.	13-Jul-21	Management	1	Yes	Elect Director Michael Graves	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Michael (Mike) Graves and Richard (Rich) Edlin given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.WITHHOLD votes are warranted for Audit Committee member Michael (Mike) Graves for concerns regarding risk oversight in light of the continued pledging of a significant amount of the company's common
Eagle Pharmaceuticals, Inc.	13-Jul-21	Management	2	Yes	Elect Director Richard A. Edlin	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Michael (Mike) Graves and Richard (Rich) Edlin given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.WITHHOLD votes are warranted for Audit Committee member Michael (Mike) Graves for concerns regarding risk oversight in light of the continued pledging of a significant amount of the company's common
Eagle Pharmaceuticals, Inc.	13-Jul-21	Management	3	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit
Eagle Pharmaceuticals, Inc.	13-Jul-21	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that the compensation committee demonstrated sufficient responsiveness to last year's low say-on-pay vote. Additionally, although a concern is noted, pay and performance are reasonably aligned at this time.
Earthstone Energy, Inc.	20-Jul-21	Management	1	Yes	Elect Director Jay F. Joliat	For	For	For	For	WITHHOLD votes for nominating committee member Phillip (Phil) Kramer are warranted for failing to establish gender diversity on the board.A vote FOR the remaining director nominees is
Earthstone Energy, Inc.	20-Jul-21	Management	2	Yes	Elect Director Phillip D. Kramer	For	Withhold	Withhold	Withhold	WITHHOLD votes for nominating committee member Phillip (Phil) Kramer are warranted for failing to establish gender diversity on the board.A vote FOR the remaining director nominees is
Earthstone Energy, Inc.	20-Jul-21	Management	3	Yes	Elect Director Robert L. Zorich	For	For	For	For	WITHHOLD votes for nominating committee member Phillip (Phil) Kramer are warranted for failing to establish gender diversity on the board.A vote FOR the remaining director nominees is
Earthstone Energy, Inc.	20-Jul-21	Management	4	Yes	Approve Increase in Size of Board	For	For	For	For	A vote FOR this proposal is warranted as the requested increase appears to be appropriate for a company of this size, and there is no evidence suggesting that the proposal is an attempt to entrench current management.
Earthstone Energy, Inc.	20-Jul-21	Management	5	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because:* The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.* The plan allows for single-trigger vesting of awards in the event of a change-in-control.
Earthstone Energy, Inc.	20-Jul-21	Management	6	Yes	Ratify Moss Adams LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit
Earthstone Energy, Inc.	20-Jul-21	Management	7	Yes	Approve Issuance of Shares for a Private Placement	For	For	For	For	Considering that the strategic rationale for the underlying acquisition appears compelling, as it would expand ESTE's asset base, while also being accretive to key financial measures, that ESTE shares have outperformed significantly since announcement, and that approval would assist in closing the underlying transaction, a vote FOR this proposal is warranted.
Earthstone Energy, Inc.	20-Jul-21	Management	8	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted as the underlying transaction warrants shareholder support.
Ebiz, Inc.	14-Oct-21	Management	1	Yes	Elect Director Robin Raina	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robin Raina, Hans Ueli Keller, Hans Benz, Pavan Bhalla, Neil Eckert and Rolf Herter are warranted for lack of a majority independent board.WITHHOLD votes for Hans Ueli Keller, Hans Benz, Pavan Bhalla, Neil Eckert and Rolf Herter are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for compensation committee members Hans Ueli Keller, Hans Benz, and Neil Eckert are further warranted for demonstrating poor responsiveness to shareholder concerns following last year's low say-on-pay support.A vote FOR the remaining director nominees

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Ebix, Inc.	14-Oct-21	Management	2	Yes	Elect Director Hans U. Benz	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robin Raina, Hans Ueli Keller, Hans Benz, Pavan Bhalla, Neil Eckert and Rolf Herter are warranted for lack of a majority independent board.WITHHOLD votes for Hans Ueli Keller, Hans Benz, Pavan Bhalla, Neil Eckert and Rolf Herter are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for compensation committee members Hans Ueli Keller, Hans Benz, and Neil Eckert are further warranted for demonstrating poor responsiveness to shareholder concerns following last year's low say-on-pay support.A vote FOR the remaining director nominees
Ebix, Inc.	14-Oct-21	Management	3	Yes	Elect Director Pavan Bhalla	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robin Raina, Hans Ueli Keller, Hans Benz, Pavan Bhalla, Neil Eckert and Rolf Herter are warranted for lack of a majority independent board.WITHHOLD votes for Hans Ueli Keller, Hans Benz, Pavan Bhalla, Neil Eckert and Rolf Herter are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for compensation committee members Hans Ueli Keller, Hans Benz, and Neil Eckert are further warranted for demonstrating poor responsiveness to shareholder concerns following last year's low say-on-pay support.A vote FOR the remaining director nominees
Ebix, Inc.	14-Oct-21	Management	4	Yes	Elect Director Neil D. Eckert	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robin Raina, Hans Ueli Keller, Hans Benz, Pavan Bhalla, Neil Eckert and Rolf Herter are warranted for lack of a majority independent board.WITHHOLD votes for Hans Ueli Keller, Hans Benz, Pavan Bhalla, Neil Eckert and Rolf Herter are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for compensation committee members Hans Ueli Keller, Hans Benz, and Neil Eckert are further warranted for demonstrating poor responsiveness to shareholder concerns following last year's low say-on-pay support.A vote FOR the remaining director nominees
Ebix, Inc.	14-Oct-21	Management	5	Yes	Elect Director George W. Hebard, III	For	For	For	For	WITHHOLD votes for non-independent nominees Robin Raina, Hans Ueli Keller, Hans Benz, Pavan Bhalla, Neil Eckert and Rolf Herter are warranted for lack of a majority independent board.WITHHOLD votes for Hans Ueli Keller, Hans Benz, Pavan Bhalla, Neil Eckert and Rolf Herter are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for compensation committee members Hans Ueli Keller, Hans Benz, and Neil Eckert are further warranted for demonstrating poor responsiveness to shareholder concerns following last year's low say-on-pay support.A vote FOR the remaining director nominees
Ebix, Inc.	14-Oct-21	Management	6	Yes	Elect Director Rolf Herter	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robin Raina, Hans Ueli Keller, Hans Benz, Pavan Bhalla, Neil Eckert and Rolf Herter are warranted for lack of a majority independent board.WITHHOLD votes for Hans Ueli Keller, Hans Benz, Pavan Bhalla, Neil Eckert and Rolf Herter are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for compensation committee members Hans Ueli Keller, Hans Benz, and Neil Eckert are further warranted for demonstrating poor responsiveness to shareholder concerns following last year's low say-on-pay support.A vote FOR the remaining director nominees
Ebix, Inc.	14-Oct-21	Management	7	Yes	Elect Director Priyanka Kaul	For	For	For	For	WITHHOLD votes for non-independent nominees Robin Raina, Hans Ueli Keller, Hans Benz, Pavan Bhalla, Neil Eckert and Rolf Herter are warranted for lack of a majority independent board.WITHHOLD votes for Hans Ueli Keller, Hans Benz, Pavan Bhalla, Neil Eckert and Rolf Herter are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for compensation committee members Hans Ueli Keller, Hans Benz, and Neil Eckert are further warranted for demonstrating poor responsiveness to shareholder concerns following last year's low say-on-pay support.A vote FOR the remaining director nominees
Ebix, Inc.	14-Oct-21	Management	8	Yes	Elect Director Hans Ueli Keller	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robin Raina, Hans Ueli Keller, Hans Benz, Pavan Bhalla, Neil Eckert and Rolf Herter are warranted for lack of a majority independent board.WITHHOLD votes for Hans Ueli Keller, Hans Benz, Pavan Bhalla, Neil Eckert and Rolf Herter are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for compensation committee members Hans Ueli Keller, Hans Benz, and Neil Eckert are further warranted for demonstrating poor responsiveness to shareholder concerns following last year's low say-on-pay support.A vote FOR the remaining director nominees
Ebix, Inc.	14-Oct-21	Management	9	Yes	Ratify K G Somani & Co. as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit
Ebix, Inc.	14-Oct-21	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The compensation committee demonstrated poor responsiveness to shareholder concerns following last year's low say-on-pay support. In addition, significant pay-for-performance concerns are raised given that the CEO's pay consists solely of time-vesting equity grants, which includes an outsized base salary entirely paid in stock. Further, the company maintains legacy agreements that contain single-trigger and excessive severance multiple provisions, and guaranteed equity awards through shortfall grants. The company also lacks risk mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives.
Echo Global Logistics, Inc.	19-Nov-21	Management	1	Yes	Approve Merger Agreement	For	For	For	For	In light of the robust competitive bidding process between the two interested parties, the meaningful premium to the unaffected price, as well as ECHO's all-time high, and the cash form of consideration, which provides immediate liquidity and certainty of value, support FOR the proposed transaction is warranted.
Echo Global Logistics, Inc.	19-Nov-21	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Although equity awards will accelerate vesting, cash severance is only payable upon a qualifying termination and is reasonably based, and no NEOs are eligible for excise tax gross-ups.
Echo Global Logistics, Inc.	19-Nov-21	Management	3	Yes	Adjourn Meeting	For	For	For	For	Support FOR this item is warranted in light of support for the underlying transaction.
eGain Corporation	30-Sep-21	Management	1	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because:" The company's potential Voting Power Dilution (VPD) for all incentive plans of 15.52 percent is excessive." The plan allows for company loans to officers for the exercise of awards.
eGain Corporation	30-Sep-21	Management	2	Yes	Amend Stock Option Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the plan allows for company loans to participants for the exercise of stock options.
eGain Corporation	08-Dec-21	Management	1	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted because the size of the proposed increase is reasonable and there are no substantial concerns about the company's past use of shares.
eGain Corporation	08-Dec-21	Management	2	Yes	Amend Voting Requirement for Bylaw Amendments	For	For	For	For	A vote FOR this proposal is warranted. The proposal gives shareholders the ability to amend the bylaws concurrent to the board's ability, which would preserve shareholders' ability to have a meaningful voice in the company's governance matters.
eGain Corporation	08-Dec-21	Management	3	Yes	Adopt the Jurisdiction of Incorporation as the Exclusive Forum for C	For	For	Against	Against	A vote AGAINST this proposal is warranted as exclusive forum provisions have the potential to deprive shareholders of the flexibility to choose the forum in which to file claims and as such cannot be supported under Public Fund Advisory Services policy.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
eGain Corporation	08-Dec-21	Management	4	Yes	Elect Director Ashutosh Roy	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Ashutosh Roy, Gunjan Sinha, and Phiroz (Daru) Darukhanavala are warranted for lack of a majority independent board.WITHHOLD votes for Gunjan Sinha and Phiroz (Daru) Darukhanavala are also warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is
eGain Corporation	08-Dec-21	Management	5	Yes	Elect Director Gunjan Sinha	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Ashutosh Roy, Gunjan Sinha, and Phiroz (Daru) Darukhanavala are warranted for lack of a majority independent board.WITHHOLD votes for Gunjan Sinha and Phiroz (Daru) Darukhanavala are also warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is
eGain Corporation	08-Dec-21	Management	6	Yes	Elect Director Phiroz P. Darukhanavala	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Ashutosh Roy, Gunjan Sinha, and Phiroz (Daru) Darukhanavala are warranted for lack of a majority independent board.WITHHOLD votes for Gunjan Sinha and Phiroz (Daru) Darukhanavala are also warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is
eGain Corporation	08-Dec-21	Management	7	Yes	Elect Director Brett Shockley	For	For	For	For	WITHHOLD votes for non-independent nominees Ashutosh Roy, Gunjan Sinha, and Phiroz (Daru) Darukhanavala are warranted for lack of a majority independent board.WITHHOLD votes for Gunjan Sinha and Phiroz (Daru) Darukhanavala are also warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is
eGain Corporation	08-Dec-21	Management	8	Yes	Elect Director Christine Russell	For	For	For	For	WITHHOLD votes for non-independent nominees Ashutosh Roy, Gunjan Sinha, and Phiroz (Daru) Darukhanavala are warranted for lack of a majority independent board.WITHHOLD votes for Gunjan Sinha and Phiroz (Daru) Darukhanavala are also warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is
eGain Corporation	08-Dec-21	Management	9	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: " The company's potential Voting Power Dilution (VPD) for all incentive plans of 17.67 percent is excessive." The plan administrator may provide loans to exercise awards.
eGain Corporation	08-Dec-21	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
eGain Corporation	08-Dec-21	Management	11	Yes	Ratify BPM LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
Electromed, Inc.	12-Nov-21	Management	1	Yes	Elect Director Stan K. Erickson	For	For	For	For	A vote FOR all director nominees is warranted.
Electromed, Inc.	12-Nov-21	Management	2	Yes	Elect Director Gregory J. Fluet	For	For	For	For	A vote FOR all director nominees is warranted.
Electromed, Inc.	12-Nov-21	Management	3	Yes	Elect Director Joseph L. Galatowitsch	For	For	For	For	A vote FOR all director nominees is warranted.
Electromed, Inc.	12-Nov-21	Management	4	Yes	Elect Director Lee A. Jones	For	For	For	For	A vote FOR all director nominees is warranted.
Electromed, Inc.	12-Nov-21	Management	5	Yes	Elect Director Kathleen S. Skarvan	For	For	For	For	A vote FOR all director nominees is warranted.
Electromed, Inc.	12-Nov-21	Management	6	Yes	Elect Director Kathleen A. Tune	For	For	For	For	A vote FOR all director nominees is warranted.
Electromed, Inc.	12-Nov-21	Management	7	Yes	Elect Director Andrea M. Walsh	For	For	For	For	A vote FOR all director nominees is warranted.
Electromed, Inc.	12-Nov-21	Management	8	Yes	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
Electromed, Inc.	12-Nov-21	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, support FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
EnerSys	05-Aug-21	Management	1	Yes	Elect Director Hwan-yoon F. Chung	For	For	Against	Against	Votes AGAINST non-independent nominees Arthur Katsaros, Hwan-yoon Chung and Robert Magnus are warranted for lack of a majority independent board.Votes AGAINST Hwan-yoon Chung and Robert Magnus are also warranted for serving as non-independent members of a key board
EnerSys	05-Aug-21	Management	2	Yes	Elect Director Arthur T. Katsaros	For	For	Against	Against	Votes AGAINST non-independent nominees Arthur Katsaros, Hwan-yoon Chung and Robert Magnus are warranted for lack of a majority independent board.Votes AGAINST Hwan-yoon Chung and Robert Magnus are also warranted for serving as non-independent members of a key board
EnerSys	05-Aug-21	Management	3	Yes	Elect Director Robert Magnus	For	For	Against	Against	Votes AGAINST non-independent nominees Arthur Katsaros, Hwan-yoon Chung and Robert Magnus are warranted for lack of a majority independent board.Votes AGAINST Hwan-yoon Chung and Robert Magnus are also warranted for serving as non-independent members of a key board
EnerSys	05-Aug-21	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
EnerSys	05-Aug-21	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Eneti Inc.	24-Sep-21	Management	1	Yes	Increase Authorized Common Stock	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the size of the proposed increase in authorized shares of common stock is excessive.
Ennis, Inc.	15-Jul-21	Management	1	Yes	Elect Director Godfrey M. Long, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Godfrey Long Jr. and Alejandro Quiroz Pedrazzi are warranted for lack of a majority independent board.Votes AGAINST Godfrey Long Jr. and Alejandro Quiroz Pedrazzi are also warranted for serving as non-independent members of a key board committee.A vote FOR Troy L. Priddy is warranted.
Ennis, Inc.	15-Jul-21	Management	2	Yes	Elect Director Troy L. Priddy	For	For	For	For	Votes AGAINST non-independent nominees Godfrey Long Jr. and Alejandro Quiroz Pedrazzi are warranted for lack of a majority independent board.Votes AGAINST Godfrey Long Jr. and Alejandro Quiroz Pedrazzi are also warranted for serving as non-independent members of a key board committee.A vote FOR Troy L. Priddy is warranted.
Ennis, Inc.	15-Jul-21	Management	3	Yes	Elect Director Alejandro Quiroz	For	For	Against	Against	Votes AGAINST non-independent nominees Godfrey Long Jr. and Alejandro Quiroz Pedrazzi are warranted for lack of a majority independent board.Votes AGAINST Godfrey Long Jr. and Alejandro Quiroz Pedrazzi are also warranted for serving as non-independent members of a key board committee.A vote FOR Troy L. Priddy is warranted.
Ennis, Inc.	15-Jul-21	Management	4	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
Ennis, Inc.	15-Jul-21	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	Votes AGAINST this proposal are warranted. Following the failed say-on-pay vote, the company reached out to its largest shareholders, disclosed investors' feedback, and made changes to the pay program in response to shareholders' concerns. However, the company maintains change-in-control agreements with the CEO that contain modified single trigger and excise tax gross-up
Ennis, Inc.	15-Jul-21	Management	6	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Ennis, Inc.	15-Jul-21	Management	7	Yes	Other Business	For	Against	Against	Against	A vote AGAINST this proposal is warranted, as proposals which are detrimental to shareholder value may arise without shareholders having the opportunity to make a fully informed vote on the
Enova International, Inc.	02-Aug-21	Management	1	Yes	Elect Director Ellen Carnahan	For	For	For	For	A vote FOR the director nominees is warranted.
Enova International, Inc.	02-Aug-21	Management	2	Yes	Elect Director Daniel R. Feehan	For	For	For	For	A vote FOR the director nominees is warranted.
Enova International, Inc.	02-Aug-21	Management	3	Yes	Elect Director David Fisher	For	For	For	For	A vote FOR the director nominees is warranted.
Enova International, Inc.	02-Aug-21	Management	4	Yes	Elect Director William M. Goodyear	For	For	For	For	A vote FOR the director nominees is warranted.
Enova International, Inc.	02-Aug-21	Management	5	Yes	Elect Director James A. Gray	For	For	For	For	A vote FOR the director nominees is warranted.
Enova International, Inc.	02-Aug-21	Management	6	Yes	Elect Director Gregg A. Kaplan	For	For	For	For	A vote FOR the director nominees is warranted.
Enova International, Inc.	02-Aug-21	Management	7	Yes	Elect Director Mark P. McGowan	For	For	For	For	A vote FOR the director nominees is warranted.
Enova International, Inc.	02-Aug-21	Management	8	Yes	Elect Director Linda Johnson Rice	For	For	For	For	A vote FOR the director nominees is warranted.
Enova International, Inc.	02-Aug-21	Management	9	Yes	Elect Director Mark A. Tebbe	For	For	For	For	A vote FOR the director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Enova International, Inc.	02-Aug-21	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Enova International, Inc.	02-Aug-21	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Enova International, Inc.	02-Aug-21	Management	12	Yes	Amend Omnibus Stock Plan	For	For	Withhold	Withhold	A WITHHOLD vote for this proposal is warranted because: " The company's potential Voting Power Dilution (VPD) for all incentive plans of 18.73 percent is excessive;" The plan administrator may provide loans to exercise awards; and* The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Enterprise Financial Services Corp	20-Jul-21	Management	1	Yes	Approve Merger Agreement	For	For	For	For	The strategic rationale has merit and the merger is expected to generate cost savings equal to 25 percent of FCBP's non-interest expense base and be accretive to earnings. As such, support FOR the proposed transaction is warranted.
Enterprise Financial Services Corp	20-Jul-21	Management	2	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR the proposal is warranted given that the request is reasonable and there are no substantial concerns about the company's past use of shares.
Enterprise Financial Services Corp	20-Jul-21	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted as the underlying transactions warrant support.
ePlus inc.	16-Sep-21	Management	1	Yes	Elect Director Bruce M. Bowen	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees C. Thomas Faulders III, Mark Marron, Bruce Bowen, John Callies and Eric Hovde are warranted for lack of a majority independent board.WITHHOLD votes for C. Thomas Faulders III, John Callies and Eric Hovde are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
ePlus inc.	16-Sep-21	Management	2	Yes	Elect Director John E. Callies	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees C. Thomas Faulders III, Mark Marron, Bruce Bowen, John Callies and Eric Hovde are warranted for lack of a majority independent board.WITHHOLD votes for C. Thomas Faulders III, John Callies and Eric Hovde are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
ePlus inc.	16-Sep-21	Management	3	Yes	Elect Director C. Thomas Faulders, III	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees C. Thomas Faulders III, Mark Marron, Bruce Bowen, John Callies and Eric Hovde are warranted for lack of a majority independent board.WITHHOLD votes for C. Thomas Faulders III, John Callies and Eric Hovde are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
ePlus inc.	16-Sep-21	Management	4	Yes	Elect Director Eric D. Hovde	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees C. Thomas Faulders III, Mark Marron, Bruce Bowen, John Callies and Eric Hovde are warranted for lack of a majority independent board.WITHHOLD votes for C. Thomas Faulders III, John Callies and Eric Hovde are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
ePlus inc.	16-Sep-21	Management	5	Yes	Elect Director Ira A. Hunt, III	For	For	For	For	WITHHOLD votes for non-independent nominees C. Thomas Faulders III, Mark Marron, Bruce Bowen, John Callies and Eric Hovde are warranted for lack of a majority independent board.WITHHOLD votes for C. Thomas Faulders III, John Callies and Eric Hovde are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
ePlus inc.	16-Sep-21	Management	6	Yes	Elect Director Mark P. Marron	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees C. Thomas Faulders III, Mark Marron, Bruce Bowen, John Callies and Eric Hovde are warranted for lack of a majority independent board.WITHHOLD votes for C. Thomas Faulders III, John Callies and Eric Hovde are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
ePlus inc.	16-Sep-21	Management	7	Yes	Elect Director Maureen F. Morrison	For	For	For	For	WITHHOLD votes for non-independent nominees C. Thomas Faulders III, Mark Marron, Bruce Bowen, John Callies and Eric Hovde are warranted for lack of a majority independent board.WITHHOLD votes for C. Thomas Faulders III, John Callies and Eric Hovde are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
ePlus inc.	16-Sep-21	Management	8	Yes	Elect Director Ben Xiang	For	For	For	For	WITHHOLD votes for non-independent nominees C. Thomas Faulders III, Mark Marron, Bruce Bowen, John Callies and Eric Hovde are warranted for lack of a majority independent board.WITHHOLD votes for C. Thomas Faulders III, John Callies and Eric Hovde are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
ePlus inc.	16-Sep-21	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
ePlus inc.	16-Sep-21	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
ePlus inc.	16-Sep-21	Management	11	Yes	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: " The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards." The plan allows for single-trigger vesting of awards in the event of a change-in-control.
ePlus inc.	09-Nov-21	Management	1	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted because the size of the request is reasonable.
EQT Corporation	16-Jul-21	Management	1	Yes	Issue Shares in Connection with Acquisition	For	For	For	For	The strategic rationale appears sound, as the combined company will have an expanded position in the core northeast Marcellus region and a reduced annual corporate free cash flow breakeven gas price. Given the strategic rationale, and the expected deleveraging potential and immediate accretion to free cash flow per share, a vote FOR the merger is warranted.
EQT Corporation	16-Jul-21	Management	2	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted, as the underlying transaction warrants shareholder support.
Ethan Allen Interiors Inc.	30-Nov-21	Management	1	Yes	Elect Director M. Farooq Kathwari	For	For	For	For	A vote FOR the director nominees is warranted.
Ethan Allen Interiors Inc.	30-Nov-21	Management	2	Yes	Elect Director John Clark	For	For	For	For	A vote FOR the director nominees is warranted.
Ethan Allen Interiors Inc.	30-Nov-21	Management	3	Yes	Elect Director John J. Dooner, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.
Ethan Allen Interiors Inc.	30-Nov-21	Management	4	Yes	Elect Director Cynthia Ekberg Tsai	For	For	For	For	A vote FOR the director nominees is warranted.
Ethan Allen Interiors Inc.	30-Nov-21	Management	5	Yes	Elect Director David M. Sable	For	For	For	For	A vote FOR the director nominees is warranted.
Ethan Allen Interiors Inc.	30-Nov-21	Management	6	Yes	Elect Director Tara I. Stacom	For	For	For	For	A vote FOR the director nominees is warranted.
Ethan Allen Interiors Inc.	30-Nov-21	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is identified, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Ethan Allen Interiors Inc.	30-Nov-21	Management	8	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
EVI Industries, Inc.	16-Dec-21	Management	1	Yes	Elect Director Henry M. Nahmad	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Henry Nahmad, David Blyer and Dennis Mack are warranted for lack of a majority independent board and for the board's lack of a formal nominating committee.WITHHOLD votes for incumbent Audit Committee members Glen Kruger and Timothy LaMacchia are warranted for neglecting to include auditor ratification on the proxy ballot. WITHHOLD votes for David Blyer are also warranted for serving as a non-independent member of a key board committee.In the absence of a formal nominating committee, WITHHOLD votes are further warranted for board chairperson Henry Nahmad for failing to establish gender diversity on the board.A vote FOR Hal M. Lucas is warranted.
EVI Industries, Inc.	16-Dec-21	Management	2	Yes	Elect Director Dennis Mack	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Henry Nahmad, David Blyer and Dennis Mack are warranted for lack of a majority independent board and for the board's lack of a formal nominating committee.WITHHOLD votes for incumbent Audit Committee members Glen Kruger and Timothy LaMacchia are warranted for neglecting to include auditor ratification on the proxy ballot. WITHHOLD votes for David Blyer are also warranted for serving as a non-independent member of a key board committee.In the absence of a formal nominating committee, WITHHOLD votes are further warranted for board chairperson Henry Nahmad for failing to establish gender diversity on the board.A vote FOR Hal M. Lucas is warranted.
EVI Industries, Inc.	16-Dec-21	Management	3	Yes	Elect Director David Blyer	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Henry Nahmad, David Blyer and Dennis Mack are warranted for lack of a majority independent board and for the board's lack of a formal nominating committee.WITHHOLD votes for incumbent Audit Committee members Glen Kruger and Timothy LaMacchia are warranted for neglecting to include auditor ratification on the proxy ballot. WITHHOLD votes for David Blyer are also warranted for serving as a non-independent member of a key board committee.In the absence of a formal nominating committee, WITHHOLD votes are further warranted for board chairperson Henry Nahmad for failing to establish gender diversity on the board.A vote FOR Hal M. Lucas is warranted.
EVI Industries, Inc.	16-Dec-21	Management	4	Yes	Elect Director Glen Kruger	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Henry Nahmad, David Blyer and Dennis Mack are warranted for lack of a majority independent board and for the board's lack of a formal nominating committee.WITHHOLD votes for incumbent Audit Committee members Glen Kruger and Timothy LaMacchia are warranted for neglecting to include auditor ratification on the proxy ballot. WITHHOLD votes for David Blyer are also warranted for serving as a non-independent member of a key board committee.In the absence of a formal nominating committee, WITHHOLD votes are further warranted for board chairperson Henry Nahmad for failing to establish gender diversity on the board.A vote FOR Hal M. Lucas is warranted.
EVI Industries, Inc.	16-Dec-21	Management	5	Yes	Elect Director Timothy P. LaMacchia	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Henry Nahmad, David Blyer and Dennis Mack are warranted for lack of a majority independent board and for the board's lack of a formal nominating committee.WITHHOLD votes for incumbent Audit Committee members Glen Kruger and Timothy LaMacchia are warranted for neglecting to include auditor ratification on the proxy ballot. WITHHOLD votes for David Blyer are also warranted for serving as a non-independent member of a key board committee.In the absence of a formal nominating committee, WITHHOLD votes are further warranted for board chairperson Henry Nahmad for failing to establish gender diversity on the board.A vote FOR Hal M. Lucas is warranted.
EVI Industries, Inc.	16-Dec-21	Management	6	Yes	Elect Director Hal M. Lucas	For	For	For	For	WITHHOLD votes for non-independent nominees Henry Nahmad, David Blyer and Dennis Mack are warranted for lack of a majority independent board and for the board's lack of a formal nominating committee.WITHHOLD votes for incumbent Audit Committee members Glen Kruger and Timothy LaMacchia are warranted for neglecting to include auditor ratification on the proxy ballot. WITHHOLD votes for David Blyer are also warranted for serving as a non-independent member of a key board committee.In the absence of a formal nominating committee, WITHHOLD votes are further warranted for board chairperson Henry Nahmad for failing to establish gender diversity on the board.A vote FOR Hal M. Lucas is warranted.
Evolution Petroleum Corporation	09-Dec-21	Management	1	Yes	Elect Director Edward J. DiPaolo	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Herlin, Edward DiPaolo, William Dozier, and Kelly Loyd are warranted for lack of a majority independent board.WITHHOLD votes for Edward DiPaolo, William Dozier and Kelly Loyd are also warranted for serving as non-independent members of certain key board committees.A vote FOR Marjorie A. Hargrave is warranted.
Evolution Petroleum Corporation	09-Dec-21	Management	2	Yes	Elect Director William E. Dozier	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Herlin, Edward DiPaolo, William Dozier, and Kelly Loyd are warranted for lack of a majority independent board.WITHHOLD votes for Edward DiPaolo, William Dozier and Kelly Loyd are also warranted for serving as non-independent members of certain key board committees.A vote FOR Marjorie A. Hargrave is warranted.
Evolution Petroleum Corporation	09-Dec-21	Management	3	Yes	Elect Director Marjorie A. Hargrave	For	For	For	For	WITHHOLD votes for non-independent nominees Robert Herlin, Edward DiPaolo, William Dozier, and Kelly Loyd are warranted for lack of a majority independent board.WITHHOLD votes for Edward DiPaolo, William Dozier and Kelly Loyd are also warranted for serving as non-independent members of certain key board committees.A vote FOR Marjorie A. Hargrave is warranted.
Evolution Petroleum Corporation	09-Dec-21	Management	4	Yes	Elect Director Robert S. Herlin	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Herlin, Edward DiPaolo, William Dozier, and Kelly Loyd are warranted for lack of a majority independent board.WITHHOLD votes for Edward DiPaolo, William Dozier and Kelly Loyd are also warranted for serving as non-independent members of certain key board committees.A vote FOR Marjorie A. Hargrave is warranted.
Evolution Petroleum Corporation	09-Dec-21	Management	5	Yes	Elect Director Kelly W. Loyd	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Herlin, Edward DiPaolo, William Dozier, and Kelly Loyd are warranted for lack of a majority independent board.WITHHOLD votes for Edward DiPaolo, William Dozier and Kelly Loyd are also warranted for serving as non-independent members of certain key board committees.A vote FOR Marjorie A. Hargrave is warranted.
Evolution Petroleum Corporation	09-Dec-21	Management	6	Yes	Ratify Moss Adams LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit
Evolution Petroleum Corporation	09-Dec-21	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Extreme Networks, Inc.	04-Nov-21	Management	1	Yes	Elect Director Charles P. Carinalli	For	For	Withhold	Withhold	WITHHOLD votes for John Shoemaker and Charles Carinalli are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Extreme Networks, Inc.	04-Nov-21	Management	2	Yes	Elect Director Kathleen M. Holmgren	For	For	For	For	WITHHOLD votes for John Shoemaker and Charles Carinalli are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Extreme Networks, Inc.	04-Nov-21	Management	3	Yes	Elect Director Rajendra Khanna	For	For	For	For	WITHHOLD votes for John Shoemaker and Charles Carinalli are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.

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Extreme Networks, Inc.	04-Nov-21	Management	4	Yes	Elect Director Edward H. Kennedy	For	For	For	For	WITHHOLD votes for John Shoemaker and Charles Carinalli are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Extreme Networks, Inc.	04-Nov-21	Management	5	Yes	Elect Director Edward B. Meyercord	For	For	For	For	WITHHOLD votes for John Shoemaker and Charles Carinalli are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Extreme Networks, Inc.	04-Nov-21	Management	6	Yes	Elect Director John C. Shoemaker	For	For	Withhold	Withhold	WITHHOLD votes for John Shoemaker and Charles Carinalli are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Extreme Networks, Inc.	04-Nov-21	Management	7	Yes	Elect Director Ingrid J. Burton	For	For	For	For	WITHHOLD votes for John Shoemaker and Charles Carinalli are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Extreme Networks, Inc.	04-Nov-21	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Extreme Networks, Inc.	04-Nov-21	Management	9	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Extreme Networks, Inc.	04-Nov-21	Management	10	Yes	Amend NOL Rights Plan (NOL Pill)	For	For	For	For	A vote FOR this proposal is warranted. The duration of the NOL pill is reasonable, the value of the NOLs to be protected is material, and there are no significant concerns with the company's governance practices at this time.
Extreme Networks, Inc.	04-Nov-21	Management	11	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that:" The purchase price is reasonable;" The number of shares reserved is relatively conservative; and" The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Extreme Networks, Inc.	04-Nov-21	Management	12	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because:" The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards; and" The company's three-year average burn rate is excessive.
Extreme Networks, Inc.	04-Nov-21	Shareholder	13	Yes	Adopt Simple Majority Vote	Against	For	For	For	A vote FOR this proposal is warranted given that elimination of the supermajority vote requirement enhances shareholder rights.
Fabrinet	09-Dec-21	Management	1	Yes	Elect Director Frank H. Levinson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David (Tom) Mitchell and Frank Levinson are warranted for lack of a majority independent board.WITHHOLD votes for Frank Levinson are also warranted for serving as a non-independent member of certain key board committees.
Fabrinet	09-Dec-21	Management	2	Yes	Elect Director David T. (Tom) Mitchell	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David (Tom) Mitchell and Frank Levinson are warranted for lack of a majority independent board.WITHHOLD votes for Frank Levinson are also warranted for serving as a non-independent member of certain key board committees.
Fabrinet	09-Dec-21	Management	3	Yes	Ratify PricewaterhouseCoopers ABAS Ltd. as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
Fabrinet	09-Dec-21	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Farmer Bros. Co.	15-Dec-21	Management	1	Yes	Elect Director Allison M. Boersma	For	For	For	For	A vote FOR all director nominees is warranted.
Farmer Bros. Co.	15-Dec-21	Management	2	Yes	Elect Director Stacy Loretz-Congdon	For	For	For	For	A vote FOR all director nominees is warranted.
Farmer Bros. Co.	15-Dec-21	Management	3	Yes	Elect Director Alfred Poe	For	For	For	For	A vote FOR all director nominees is warranted.
Farmer Bros. Co.	15-Dec-21	Management	4	Yes	Elect Director John D. Robinson	For	For	For	For	A vote FOR all director nominees is warranted.
Farmer Bros. Co.	15-Dec-21	Management	5	Yes	Elect Director Waheed Zaman	For	For	For	For	A vote FOR all director nominees is warranted.
Farmer Bros. Co.	15-Dec-21	Management	6	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because:" The company's potential Voting Power Dilution (VPD) for all incentive plans of 17.24 percent is excessive." The plan administrator may provide loans to exercise awards." The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Farmer Bros. Co.	15-Dec-21	Management	7	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted given that the size of the proposed increase in the number of authorized shares of common stock is reasonable and there are no substantial concerns with the company's past use of shares.
Farmer Bros. Co.	15-Dec-21	Management	8	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit
Farmer Bros. Co.	15-Dec-21	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Performance-based equity awards are based on one-year performance periods with the same metric as annual cash incentives. In addition, there is a problematic severance arrangement with the former chief human resources officer in connection with his voluntary resignation.
Ferro Corporation	09-Sep-21	Management	1	Yes	Approve Merger Agreement	For	For	For	For	A vote FOR this proposal is warranted given the premium over the unaffected share price and recent trading range, and the certainty of value inherent in cash consideration.
Ferro Corporation	09-Sep-21	Management	2	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST this proposal is warranted. One NEO's change in control agreement provides for modified single trigger cash severance. Accordingly, he may receive severance for a voluntary termination upon the change in control. Additionally, the NEOs' equity is automatically accelerated in connection with the transaction (single trigger).
Ferro Corporation	09-Sep-21	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted, as the underlying transaction warrants shareholder support.
First Bancorp	17-Sep-21	Management	1	Yes	Issue Shares in Connection with Merger	For	For	For	For	Although shareholders would benefit from enhanced disclosure relating to anticipated cost savings, the strategic rationale appears logical. Moreover, the decline in FBNC share price since announcement does not necessarily reflect negative investor sentiment about the deal, and there has been no public shareholder opposition to the acquisition. As such, a vote FOR this proposal is
First Bancorp	17-Sep-21	Management	2	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted, as support for the underlying transaction is warranted.
First Choice Bancorp	19-Jul-21	Management	1	Yes	Approve Merger Agreement	For	For	For	For	The proposed transaction has strategic merit, as FCBP will become part of a larger combined company with increased scale the merger is expected to generate cost savings equal to 25 percent of FCBP's non-interest expenses, and the stock consideration allows shareholders to participate in the upside potential of the combined company. Moreover, there is a potential downside risk of non-approval highlighted by the positive market reaction to the deal. As such, support FOR the proposed transaction is warranted.
First Choice Bancorp	19-Jul-21	Management	2	Yes	Adjourn Meeting	For	For	For	For	Support FOR the proposed agenda item is warranted as the underlying transaction warrants
First Foundation Inc.	13-Sep-21	Management	1	Yes	Issue Shares in Connection with Merger	For	For	For	For	A vote FOR this proposal is warranted given the compelling strategic rationale and expected financial benefits, including cost savings and earnings accretion.
First Foundation Inc.	13-Sep-21	Management	2	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted as the underlying transaction merits support.
First Midwest Bancorp, Inc.	15-Sep-21	Management	1	Yes	Approve Merger Agreement	For	For	For	For	A vote FOR this proposal is warranted given the sound strategic rationale and anticipated
First Midwest Bancorp, Inc.	15-Sep-21	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Although two executives will receive sizable retention awards, cash severance for other NEOs is double trigger and reasonably based, with no excise tax gross-ups payable. Further, equity awards will convert with service-vesting terms maintained.
First Midwest Bancorp, Inc.	15-Sep-21	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted as the underlying transaction merits support.

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Flagstar Bancorp, Inc.	04-Aug-21	Management	1	Yes	Approve Merger Agreement	For	For	For	For	While the exclusive negotiations prevent shareholders from having market data which confirms the offer is the best available, the strategic rationale has merit and the offer represented a 6.1 percent premium at announcement, was close to FBC's 10-year highs, and appears fair from a valuation standpoint. Although the value of the consideration has declined since announcement due to a decline in the NYCB share price, the equity form of consideration allows shareholders to participate in the potential upside of the combined company. The potential upside is bolstered by the expected cost synergies and EPS and tangible book value accretion from the merger. Lastly, there is a potential downside risk of non-approval. As such, support FOR the proposed transaction is
Flagstar Bancorp, Inc.	04-Aug-21	Management	2	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although cash severance for most NEOs is reasonably based and no excise tax gross-ups are payable, CEO DiNello will receive a substantial cash award in connection with a recent restrictive covenant agreement, which results in outsized cash payments. In addition, 2020 PSUs will generally be deemed earned above target, a recent enhancement for which the company does not provide a rationale in the merger proxy, and service-based vesting requirements will be removed from certain performance shares.
Flagstar Bancorp, Inc.	04-Aug-21	Management	3	Yes	Adjourn Meeting	For	For	For	For	Support FOR this agenda item is warranted as the underlying transaction warrants support.
Flexsteel Industries, Inc.	08-Dec-21	Management	1	Yes	Elect Director Mary C. Bottie	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mary Bottie and Eric Rangen are warranted for lack of a majority independent board.WITHHOLD votes for Mary Bottie and Eric Rangen are also warranted for serving as non-independent members of certain key board committees.WITHHOLD votes for incumbent Audit Committee member Eric Rangen are further warranted for failing to include auditor ratification on the proxy ballot.A vote FOR Kathryn P. Dickson is warranted.
Flexsteel Industries, Inc.	08-Dec-21	Management	2	Yes	Elect Director Eric S. Rangen	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mary Bottie and Eric Rangen are warranted for lack of a majority independent board.WITHHOLD votes for Mary Bottie and Eric Rangen are also warranted for serving as non-independent members of certain key board committees.WITHHOLD votes for incumbent Audit Committee member Eric Rangen are further warranted for failing to include auditor ratification on the proxy ballot.A vote FOR Kathryn P. Dickson is warranted.
Flexsteel Industries, Inc.	08-Dec-21	Management	3	Yes	Elect Director Kathryn P. Dickson	For	For	For	For	WITHHOLD votes for non-independent nominees Mary Bottie and Eric Rangen are warranted for lack of a majority independent board.WITHHOLD votes for Mary Bottie and Eric Rangen are also warranted for serving as non-independent members of certain key board committees.WITHHOLD votes for incumbent Audit Committee member Eric Rangen are further warranted for failing to include auditor ratification on the proxy ballot.A vote FOR Kathryn P. Dickson is warranted.
Flexsteel Industries, Inc.	08-Dec-21	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to the following problematic pay practices:* The lack of risk-mitigating features under the executive pay program;* Single-trigger vesting acceleration of equity awards upon a change-in-control;* Pandemic related changes to LTI awards; and* Predominantly time-based equity awards to the CEO.
Flexsteel Industries, Inc.	08-Dec-21	Management	5	Yes	Amend Director Qualifications	For	For	For	For	A vote FOR this proposal is warranted, as the increase in the director age limit is expected to facilitate a smooth transition in board leadership without unduly hampering periodic board
Frank's International N.V.	10-Sep-21	Management	1	Yes	Approve Merger Agreement	For	For	For	For	Although shareholders may be concerned about FI underperformance since the announcement, the board appears to have conducted a reasonably thorough process, no other potential partners have emerged since the announcement, and the strategic rationale is compelling. As such, a vote FOR this proposal is warranted.
Frank's International N.V.	10-Sep-21	Management	2	Yes	Issue Shares in Connection with Merger	For	For	For	For	A vote FOR this proposal is warranted given that its approval serves as a closing condition for the underlying transaction in Item 1, which warrants shareholder support.
Frank's International N.V.	10-Sep-21	Management	3	Yes	Approve Board Changes	For	For	For	For	A vote FOR this proposal is warranted given that its approval serves as a closing condition for the underlying transaction in Item 1, which warrants shareholder support.
Frank's International N.V.	10-Sep-21	Management	4	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted given that support for the proposed merger is warranted. In addition, the proposed increase in the number of authorized shares of common stock is reasonable, and there are no substantial concerns about the company's past use of shares.
Frank's International N.V.	10-Sep-21	Management	5	Yes	Approve Reverse Stock Split	For	For	For	For	A vote FOR this proposal is warranted given that the reverse split would proportionately reduce the number of authorized shares of common stock.
Frank's International N.V.	10-Sep-21	Management	6	Yes	Change Board Structure to a One-Tier Board	For	For	For	For	A vote FOR is warranted as the company proposes to implement a one-tier board, whereas the articles of association clearly stipulate that the roles of CEO and chairman will be separated and fulfilled by an executive and non-executive director respectively.
Frank's International N.V.	10-Sep-21	Management	7	Yes	Amend Compensation Policy	For	For	For	For	As the company is classified as a US domestic issuer and given that the focus of this proposal is on top executive pay, the recommendation for this proposal is aligned with the US say-on-pay analysis. In addition, the amendment would merely reflect the updated board structure (one-tier). Accordingly, a vote FOR this proposal is warranted. However, this is not without noting the non-specific nature of the remuneration policy itself in deviation of Dutch market practice.
Frank's International N.V.	10-Sep-21	Management	8	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR the proposal is warranted. NEOs' potential cash severance is double trigger and of a reasonable basis, with no excise tax gross-ups payable. In addition, outstanding equity will only auto-accelerate upon a qualifying termination.
Frank's International N.V.	10-Sep-21	Management	9	Yes	Elect Director Michael C. Kearney	For	For	For	For	A vote FOR the director nominees is warranted.
Frank's International N.V.	10-Sep-21	Management	10	Yes	Elect Director Robert W. Drummond	For	For	For	For	A vote FOR the director nominees is warranted.
Frank's International N.V.	10-Sep-21	Management	11	Yes	Elect Director Michael E. McMahon	For	For	For	For	A vote FOR the director nominees is warranted.
Frank's International N.V.	10-Sep-21	Management	12	Yes	Elect Director L. Don Miller	For	For	For	For	A vote FOR the director nominees is warranted.
Frank's International N.V.	10-Sep-21	Management	13	Yes	Elect Director D. Keith Mosing	For	For	For	For	A vote FOR the director nominees is warranted.
Frank's International N.V.	10-Sep-21	Management	14	Yes	Elect Director Erich L. Mosing	For	For	For	For	A vote FOR the director nominees is warranted.
Frank's International N.V.	10-Sep-21	Management	15	Yes	Elect Director Melanie M. Trent	For	For	For	For	A vote FOR the director nominees is warranted.
Frank's International N.V.	10-Sep-21	Management	16	Yes	Elect Director Alexander Vriesendorp	For	For	For	For	A vote FOR the director nominees is warranted.
Frank's International N.V.	10-Sep-21	Management	17	Yes	Appoint Melissa Cougle, Steven Russell and John Symington as Mar	For	For	For	For	A vote FOR this election is warranted because:* The nominee is elected for a term not exceeding four years;* The candidate appears to possess the necessary qualifications for board membership; and* There is no known controversy concerning the candidate.
Frank's International N.V.	10-Sep-21	Management	18	Yes	Adopt Financial Statements and Statutory Reports	For	For	For	For	A vote FOR is warranted in the absence of concerns over the financial statements and the company's independent auditor has issued an unqualified opinion over the financial statements.
Frank's International N.V.	10-Sep-21	Management	19	Yes	Approve Discharge of Supervisory Board	For	For	For	For	A vote FOR is warranted in the absence of any information about significant and compelling controversies that the management and supervisory board is not fulfilling its fiduciary duties.
Frank's International N.V.	10-Sep-21	Management	20	Yes	Approve Discharge of Management Board	For	For	For	For	A vote FOR is warranted in the absence of any information about significant and compelling controversies that the management and supervisory board is not fulfilling its fiduciary duties.
Frank's International N.V.	10-Sep-21	Management	21	Yes	Ratify KPMG Accountants N.V as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.

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Frank's International N.V.	10-Sep-21	Management	22	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Frank's International N.V.	10-Sep-21	Management	23	Yes	Approve Remuneration of Supervisory Board	For	For	For	For	A vote FOR is warranted, since there is no evidence of excessiveness on the part of the supervisory board regarding this remuneration proposal and the share-awards are in line with the
Frank's International N.V.	10-Sep-21	Management	24	Yes	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	For	For	For	For	A vote FOR this proposal is warranted given the current suspension of the buyback program as well as the lack of a history of extreme or inappropriate buybacks.
Frank's International N.V.	10-Sep-21	Management	25	Yes	Elect Director Kirkland D. Mosing	For	For	For	For	A vote FOR the director nominees is warranted.
Frequency Electronics, Inc.	06-Oct-21	Management	1	Yes	Elect Director Jonathan Brolin	For	For	For	For	WITHHOLD votes for Richard Schwartz are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Frequency Electronics, Inc.	06-Oct-21	Management	2	Yes	Elect Director Richard Schwartz	For	For	Withhold	Withhold	WITHHOLD votes for Richard Schwartz are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Frequency Electronics, Inc.	06-Oct-21	Management	3	Yes	Elect Director Stanton D. Sloane	For	For	For	For	WITHHOLD votes for Richard Schwartz are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Frequency Electronics, Inc.	06-Oct-21	Management	4	Yes	Elect Director Russell M. Sarachek	For	For	For	For	WITHHOLD votes for Richard Schwartz are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Frequency Electronics, Inc.	06-Oct-21	Management	5	Yes	Elect Director Lance W. Lord	For	For	For	For	WITHHOLD votes for Richard Schwartz are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Frequency Electronics, Inc.	06-Oct-21	Management	6	Yes	Ratify BDO USA, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Frequency Electronics, Inc.	06-Oct-21	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Friedman Industries, Incorporated	10-Sep-21	Management	1	Yes	Elect Director Mike Taylor	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael (Mike) Taylor, Durga Agrawal, Max Reichenenthal, Joel Spira, Tim Stevenson and Joe Williams are warranted for lack of a majority independent board.WITHHOLD votes for Durga Agrawal, Max Reichenenthal and Joel Spira are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for incumbent governance committee members Durga Agrawal, Max Reichenenthal, and Joel Spira are warranted for a material governance failure. The company's governing documents prohibit shareholders ability to amend the company bylaws.
Friedman Industries, Incorporated	10-Sep-21	Management	2	Yes	Elect Director Durga D. Agrawal	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael (Mike) Taylor, Durga Agrawal, Max Reichenenthal, Joel Spira, Tim Stevenson and Joe Williams are warranted for lack of a majority independent board.WITHHOLD votes for Durga Agrawal, Max Reichenenthal and Joel Spira are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for incumbent governance committee members Durga Agrawal, Max Reichenenthal, and Joel Spira are warranted for a material governance failure. The company's governing documents prohibit shareholders ability to amend the company bylaws.
Friedman Industries, Incorporated	10-Sep-21	Management	3	Yes	Elect Director Max Reichenenthal	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael (Mike) Taylor, Durga Agrawal, Max Reichenenthal, Joel Spira, Tim Stevenson and Joe Williams are warranted for lack of a majority independent board.WITHHOLD votes for Durga Agrawal, Max Reichenenthal and Joel Spira are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for incumbent governance committee members Durga Agrawal, Max Reichenenthal, and Joel Spira are warranted for a material governance failure. The company's governing documents prohibit shareholders ability to amend the company bylaws.
Friedman Industries, Incorporated	10-Sep-21	Management	4	Yes	Elect Director Joel Spira	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael (Mike) Taylor, Durga Agrawal, Max Reichenenthal, Joel Spira, Tim Stevenson and Joe Williams are warranted for lack of a majority independent board.WITHHOLD votes for Durga Agrawal, Max Reichenenthal and Joel Spira are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for incumbent governance committee members Durga Agrawal, Max Reichenenthal, and Joel Spira are warranted for a material governance failure. The company's governing documents prohibit shareholders ability to amend the company bylaws.
Friedman Industries, Incorporated	10-Sep-21	Management	5	Yes	Elect Director Tim Stevenson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael (Mike) Taylor, Durga Agrawal, Max Reichenenthal, Joel Spira, Tim Stevenson and Joe Williams are warranted for lack of a majority independent board.WITHHOLD votes for Durga Agrawal, Max Reichenenthal and Joel Spira are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for incumbent governance committee members Durga Agrawal, Max Reichenenthal, and Joel Spira are warranted for a material governance failure. The company's governing documents prohibit shareholders ability to amend the company bylaws.
Friedman Industries, Incorporated	10-Sep-21	Management	6	Yes	Elect Director Joe L. Williams	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael (Mike) Taylor, Durga Agrawal, Max Reichenenthal, Joel Spira, Tim Stevenson and Joe Williams are warranted for lack of a majority independent board.WITHHOLD votes for Durga Agrawal, Max Reichenenthal and Joel Spira are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for incumbent governance committee members Durga Agrawal, Max Reichenenthal, and Joel Spira are warranted for a material governance failure. The company's governing documents prohibit shareholders ability to amend the company bylaws.
Friedman Industries, Incorporated	10-Sep-21	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Friedman Industries, Incorporated	10-Sep-21	Management	8	Yes	Ratify Moss Adams LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit
FutureFuel Corp.	22-Sep-21	Management	1	Yes	Elect Director Paul A. Novelly	For	For	For	For	A vote FOR the director nominees is warranted.
FutureFuel Corp.	22-Sep-21	Management	2	Yes	Elect Director Dale E. Cole	For	For	For	For	A vote FOR the director nominees is warranted.
FutureFuel Corp.	22-Sep-21	Management	3	Yes	Elect Director Alain J. Louvel	For	For	For	For	A vote FOR the director nominees is warranted.
FutureFuel Corp.	22-Sep-21	Management	4	Yes	Ratify RSM US LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit
FutureFuel Corp.	22-Sep-21	Management	5	Yes	Other Business	For	Against	Against	Against	A vote AGAINST this proposal is warranted, as proposals which are detrimental to shareholder value may arise without shareholders having the opportunity to make a fully informed vote on the
GAMCO Investors, Inc.	20-Jul-21	Management	1	Yes	Amend Certificate of Incorporation to Delete the Entirety of Article E	For	Against	Against	Against	A vote AGAINST this proposal is warranted, as the company has not made a compelling case that the costs or drawbacks of maintaining the provisions of Article Eighth outweigh the advantages in terms of protection of minority shareholders.

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DIMENSIONAL FUND ADVISORS PROXY VOTES - JULY TO DECEMBER 31, 2021 Compared to ISS and Public Fund Policy Recommendations										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Genesco Inc.	20-Jul-21	Management	2	Yes	Elect Director Joanna Barsh	For	For	For	For	In light of GCO's recent board and management changes, for which the dissident campaign deserves some credit, and given that Legion's nominees do not appear demonstrably superior to the directors whom they would replace, shareholders are advised to support the board's nominees at this annual meeting, but pay close attention to the company's market valuation and operational performance ahead of next year's annual meeting. As such, shareholders are advised to vote FOR the board's nominees on the BLUE card.
Genesco Inc.	20-Jul-21	Management	3	Yes	Elect Director Matthew C. Diamond	For	For	For	For	In light of GCO's recent board and management changes, for which the dissident campaign deserves some credit, and given that Legion's nominees do not appear demonstrably superior to the directors whom they would replace, shareholders are advised to support the board's nominees at this annual meeting, but pay close attention to the company's market valuation and operational performance ahead of next year's annual meeting. As such, shareholders are advised to vote FOR the board's nominees on the BLUE card.
Genesco Inc.	20-Jul-21	Management	4	Yes	Elect Director John F. Lambros	For	For	For	For	In light of GCO's recent board and management changes, for which the dissident campaign deserves some credit, and given that Legion's nominees do not appear demonstrably superior to the directors whom they would replace, shareholders are advised to support the board's nominees at this annual meeting, but pay close attention to the company's market valuation and operational performance ahead of next year's annual meeting. As such, shareholders are advised to vote FOR the board's nominees on the BLUE card.
Genesco Inc.	20-Jul-21	Management	5	Yes	Elect Director Thurgood Marshall, Jr.	For	For	For	For	In light of GCO's recent board and management changes, for which the dissident campaign deserves some credit, and given that Legion's nominees do not appear demonstrably superior to the directors whom they would replace, shareholders are advised to support the board's nominees at this annual meeting, but pay close attention to the company's market valuation and operational performance ahead of next year's annual meeting. As such, shareholders are advised to vote FOR the board's nominees on the BLUE card.
Genesco Inc.	20-Jul-21	Management	6	Yes	Elect Director Angel R. Martinez	For	For	For	For	In light of GCO's recent board and management changes, for which the dissident campaign deserves some credit, and given that Legion's nominees do not appear demonstrably superior to the directors whom they would replace, shareholders are advised to support the board's nominees at this annual meeting, but pay close attention to the company's market valuation and operational performance ahead of next year's annual meeting. As such, shareholders are advised to vote FOR the board's nominees on the BLUE card.
Genesco Inc.	20-Jul-21	Management	7	Yes	Elect Director Kevin P. McDermott	For	For	For	For	In light of GCO's recent board and management changes, for which the dissident campaign deserves some credit, and given that Legion's nominees do not appear demonstrably superior to the directors whom they would replace, shareholders are advised to support the board's nominees at this annual meeting, but pay close attention to the company's market valuation and operational performance ahead of next year's annual meeting. As such, shareholders are advised to vote FOR the board's nominees on the BLUE card.
Genesco Inc.	20-Jul-21	Management	8	Yes	Elect Director Mary E. Meixelsperger	For	For	For	For	In light of GCO's recent board and management changes, for which the dissident campaign deserves some credit, and given that Legion's nominees do not appear demonstrably superior to the directors whom they would replace, shareholders are advised to support the board's nominees at this annual meeting, but pay close attention to the company's market valuation and operational performance ahead of next year's annual meeting. As such, shareholders are advised to vote FOR the board's nominees on the BLUE card.
Genesco Inc.	20-Jul-21	Management	9	Yes	Elect Director Gregory A. Sandfort	For	For	For	For	In light of GCO's recent board and management changes, for which the dissident campaign deserves some credit, and given that Legion's nominees do not appear demonstrably superior to the directors whom they would replace, shareholders are advised to support the board's nominees at this annual meeting, but pay close attention to the company's market valuation and operational performance ahead of next year's annual meeting. As such, shareholders are advised to vote FOR the board's nominees on the BLUE card.
Genesco Inc.	20-Jul-21	Management	10	Yes	Elect Director Mimi E. Vaughn	For	For	For	For	In light of GCO's recent board and management changes, for which the dissident campaign deserves some credit, and given that Legion's nominees do not appear demonstrably superior to the directors whom they would replace, shareholders are advised to support the board's nominees at this annual meeting, but pay close attention to the company's market valuation and operational performance ahead of next year's annual meeting. As such, shareholders are advised to vote FOR the board's nominees on the BLUE card.
Genesco Inc.	20-Jul-21	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Although the STI program is primarily based on EVA, the target EVA improvement was negative, raising some goal rigor concern, and the payouts are potentially uncapped. Additionally, the equity awards lack performance conditions. While these factors raise some concern, the pay program structure has not resulted in a quantitative pay-for-performance misalignment for the year in review: CEO pay declined significantly year-over-year, and the NEOs did not receive STI payouts due to below threshold performance. Nevertheless, the noted concerns regarding the incentive programs warrant continued close monitoring, particularly if pay and performance should become misaligned going
Genesco Inc.	20-Jul-21	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
Genesco Inc.	20-Jul-21	Shareholder	14	Yes	Elect Director Marjorie L. Bowen	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Genesco Inc.	20-Jul-21	Shareholder	15	Yes	Elect Director Margenett Moore-Roberts	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Genesco Inc.	20-Jul-21	Shareholder	16	Yes	Elect Director Dawn H. Robertson	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Genesco Inc.	20-Jul-21	Shareholder	17	Yes	Elect Director Hobart P. Sichel	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Genesco Inc.	20-Jul-21	Shareholder	18	Yes	Management Nominee John F. Lambros	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Genesco Inc.	20-Jul-21	Shareholder	19	Yes	Management Nominee Angel R. Martinez	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Genesco Inc.	20-Jul-21	Shareholder	20	Yes	Management Nominee Mary E. Meixelsperger	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Genesco Inc.	20-Jul-21	Shareholder	21	Yes	Management Nominee Gregory A. Sandfort	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Genesco Inc.	20-Jul-21	Shareholder	22	Yes	Management Nominee Mimi E. Vaughn	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Genesco Inc.	20-Jul-21	Management	23	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Genesco Inc.	20-Jul-21	Management	24	Yes	Ratify Ernst & Young LLP as Auditors	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
GMS Inc.	21-Oct-21	Management	1	Yes	Elect Director John J. Gavin	For	For	For	For	A vote FOR the director nominees is warranted.
GMS Inc.	21-Oct-21	Management	2	Yes	Elect Director Randolph W. Melville	For	For	For	For	A vote FOR the director nominees is warranted.
GMS Inc.	21-Oct-21	Management	3	Yes	Elect Director J. David Smith	For	For	For	For	A vote FOR the director nominees is warranted.
GMS Inc.	21-Oct-21	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
GMS Inc.	21-Oct-21	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
GP Strategies Corporation	28-Sep-21	Management	1	Yes	Approve Merger Agreement	For	For	For	For	Given the premium at announcement to the company's share price and trading multiple, as well as the certainty provided by cash consideration, support FOR the transaction is warranted.
GP Strategies Corporation	28-Sep-21	Management	2	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although cash severance for most NEOs requires a qualifying termination and is reasonably based, one NEO is entitled to cash severance upon a termination for any reason. In addition, time- and performance-vesting equity awards will automatically accelerate upon the closing of the merger.
GP Strategies Corporation	28-Sep-21	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted as the underlying business combination proposal warrants shareholder support.
Graham Corporation	28-Jul-21	Management	1	Yes	Elect Director Alan Fortier	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James (Jim) Lines and Alan Fortier are warranted for lack of a majority independent board.WITHHOLD votes for Alan Fortier are also warranted for serving as a non-independent member of a key board committee.A vote FOR Lisa M. Schnorr is warranted.
Graham Corporation	28-Jul-21	Management	2	Yes	Elect Director James R. Lines	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James (Jim) Lines and Alan Fortier are warranted for lack of a majority independent board.WITHHOLD votes for Alan Fortier are also warranted for serving as a non-independent member of a key board committee.A vote FOR Lisa M. Schnorr is warranted.
Graham Corporation	28-Jul-21	Management	3	Yes	Elect Director Lisa M. Schnorr	For	For	For	For	WITHHOLD votes for non-independent nominees James (Jim) Lines and Alan Fortier are warranted for lack of a majority independent board.WITHHOLD votes for Alan Fortier are also warranted for serving as a non-independent member of a key board committee.A vote FOR Lisa M. Schnorr is warranted.
Graham Corporation	28-Jul-21	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company's employment agreement with the CEO provides for excessive severance payments following a change in control. Further, the company includes several outsized companies in its peer group for compensation benchmarking which may have a ratcheting effect on executive compensation without strong link to company
Graham Corporation	28-Jul-21	Management	5	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
GreenSky, Inc.	10-Dec-21	Management	1	Yes	Approve Merger Agreement	For	For	For	For	The board conducted what appears to have been a reasonably thorough sales process, inclusive of a public auction process that was ended in 2020. Ultimately, the board received two "best and final" offers and selected that of GS, which was the highest bid, representing a premium of 55.9 percent over the unaffected share price. Moreover, the equity form of consideration allows shareholders to participate in the upside potential of the combined company, which has a significantly more risk-diversified business than GSKY on a stand-alone basis as well as an improved governance structure. In consideration of these factors, a vote FOR this proposal is
GreenSky, Inc.	10-Dec-21	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Although the unvested equity awards for NEOs other than the CEO will generally auto-accelerate upon the closing of the merger and two NEOs are entitled to retention bonuses, cash severance is double trigger and reasonably based, the magnitude of the retention bonuses is generally reasonable when viewed in conjunction with severance entitlements, and no excise tax gross-ups are payable.
GreenSky, Inc.	10-Dec-21	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted, as the underlying transaction merits shareholder support.
Grid Dynamics Holdings, Inc.	20-Dec-21	Management	1	Yes	Elect Director Lloyd Carney	For	Withhold	Withhold	Withhold	WITHHOLD votes for nominating and governance committee member Lloyd Carney are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights.A vote FOR the remaining director nominees is warranted.
Grid Dynamics Holdings, Inc.	20-Dec-21	Management	2	Yes	Elect Director Yueou Wang	For	For	For	For	WITHHOLD votes for nominating and governance committee member Lloyd Carney are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights.A vote FOR the remaining director nominees is warranted.
Grid Dynamics Holdings, Inc.	20-Dec-21	Management	3	Yes	Elect Director Michael Southworth	For	For	For	For	WITHHOLD votes for nominating and governance committee member Lloyd Carney are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights.A vote FOR the remaining director nominees is warranted.
Grid Dynamics Holdings, Inc.	20-Dec-21	Management	4	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit
GSI Technology, Inc.	26-Aug-21	Management	1	Yes	Elect Director Lee-Lean Shu	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lee-Lean Shu, Haydn Hsieh, Ruey Lu and Robert Yau are warranted for lack of a majority independent board.WITHHOLD votes for Haydn Hsieh and Ruey Lu are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
GSI Technology, Inc.	26-Aug-21	Management	2	Yes	Elect Director Jack A. Bradley	For	For	For	For	WITHHOLD votes for non-independent nominees Lee-Lean Shu, Haydn Hsieh, Ruey Lu and Robert Yau are warranted for lack of a majority independent board.WITHHOLD votes for Haydn Hsieh and Ruey Lu are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
GSI Technology, Inc.	26-Aug-21	Management	3	Yes	Elect Director Elizabeth Cholawsky	For	For	For	For	WITHHOLD votes for non-independent nominees Lee-Lean Shu, Haydn Hsieh, Ruey Lu and Robert Yau are warranted for lack of a majority independent board.WITHHOLD votes for Haydn Hsieh and Ruey Lu are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
GSI Technology, Inc.	26-Aug-21	Management	4	Yes	Elect Director Haydn Hsieh	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lee-Lean Shu, Haydn Hsieh, Ruey Lu and Robert Yau are warranted for lack of a majority independent board.WITHHOLD votes for Haydn Hsieh and Ruey Lu are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
GSI Technology, Inc.	26-Aug-21	Management	5	Yes	Elect Director Kim Le	For	For	For	For	WITHHOLD votes for non-independent nominees Lee-Lean Shu, Haydn Hsieh, Ruey Lu and Robert Yau are warranted for lack of a majority independent board.WITHHOLD votes for Haydn Hsieh and Ruey Lu are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
GSI Technology, Inc.	26-Aug-21	Management	6	Yes	Elect Director Barbara Nelson	For	For	For	For	WITHHOLD votes for non-independent nominees Lee-Lean Shu, Haydn Hsieh, Ruey Lu and Robert Yau are warranted for lack of a majority independent board.WITHHOLD votes for Haydn Hsieh and Ruey Lu are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
GSI Technology, Inc.	26-Aug-21	Management	7	Yes	Elect Director Ruey L. Lu	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lee-Lean Shu, Haydn Hsieh, Ruey Lu and Robert Yau are warranted for lack of a majority independent board.WITHHOLD votes for Haydn Hsieh and Ruey Lu are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
GSI Technology, Inc.	26-Aug-21	Management	8	Yes	Elect Director Robert Yau	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lee-Lean Shu, Haydn Hsieh, Ruey Lu and Robert Yau are warranted for lack of a majority independent board.WITHHOLD votes for Haydn Hsieh and Ruey Lu are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
GSI Technology, Inc.	26-Aug-21	Management	9	Yes	Ratify BDO USA, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
GSI Technology, Inc.	26-Aug-21	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
GSI Technology, Inc.	26-Aug-21	Management	11	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because:* The company's potential Voting Power Dilution (VPD) for all incentive plans of 28.87 percent is excessive.* The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
GSI Technology, Inc.	26-Aug-21	Management	12	Yes	Other Business	For	Against	Against	Against	A vote AGAINST this proposal is warranted, as proposals which are detrimental to shareholder value may arise without shareholders having the opportunity to make a fully informed vote on the
H&R Block, Inc.	09-Sep-21	Management	1	Yes	Elect Director Sean H. Cohan	For	For	For	For	Votes AGAINST Robert Gerard and Christianna Wood are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is
H&R Block, Inc.	09-Sep-21	Management	2	Yes	Elect Director Robert A. Gerard	For	For	Against	Against	Votes AGAINST Robert Gerard and Christianna Wood are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is
H&R Block, Inc.	09-Sep-21	Management	3	Yes	Elect Director Anuradha (Anu) Gupta	For	For	For	For	Votes AGAINST Robert Gerard and Christianna Wood are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is
H&R Block, Inc.	09-Sep-21	Management	4	Yes	Elect Director Richard A. Johnson	For	For	For	For	Votes AGAINST Robert Gerard and Christianna Wood are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is
H&R Block, Inc.	09-Sep-21	Management	5	Yes	Elect Director Jeffrey J. Jones, II	For	For	For	For	Votes AGAINST Robert Gerard and Christianna Wood are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is
H&R Block, Inc.	09-Sep-21	Management	6	Yes	Elect Director Mia F. Mends	For	For	For	For	Votes AGAINST Robert Gerard and Christianna Wood are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is
H&R Block, Inc.	09-Sep-21	Management	7	Yes	Elect Director Yolande G. Piazza	For	For	For	For	Votes AGAINST Robert Gerard and Christianna Wood are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is
H&R Block, Inc.	09-Sep-21	Management	8	Yes	Elect Director Victoria J. Reich	For	For	For	For	Votes AGAINST Robert Gerard and Christianna Wood are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is
H&R Block, Inc.	09-Sep-21	Management	9	Yes	Elect Director Matthew E. Winter	For	For	For	For	Votes AGAINST Robert Gerard and Christianna Wood are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is
H&R Block, Inc.	09-Sep-21	Management	10	Yes	Elect Director Christianna Wood	For	For	Against	Against	Votes AGAINST Robert Gerard and Christianna Wood are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is
H&R Block, Inc.	09-Sep-21	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
H&R Block, Inc.	09-Sep-21	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Haemonetics Corporation	06-Aug-21	Management	1	Yes	Elect Director Christopher A. Simon	For	For	For	For	A vote FOR all director nominees is warranted.
Haemonetics Corporation	06-Aug-21	Management	2	Yes	Elect Director Robert E. Abernathy	For	For	For	For	A vote FOR all director nominees is warranted.
Haemonetics Corporation	06-Aug-21	Management	3	Yes	Elect Director Catherine M. Burzik	For	For	For	For	A vote FOR all director nominees is warranted.
Haemonetics Corporation	06-Aug-21	Management	4	Yes	Elect Director Michael J. Coyle	For	For	For	For	A vote FOR all director nominees is warranted.
Haemonetics Corporation	06-Aug-21	Management	5	Yes	Elect Director Charles J. Dockendorff	For	For	For	For	A vote FOR all director nominees is warranted.
Haemonetics Corporation	06-Aug-21	Management	6	Yes	Elect Director Lloyd E. Johnson	For	For	For	For	A vote FOR all director nominees is warranted.
Haemonetics Corporation	06-Aug-21	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Haemonetics Corporation	06-Aug-21	Management	8	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because:* the non-auditing consulting fees represent more than 25 percent of total fees paid; and* the auditor's tenure at the company exceeds seven years.
Hamilton Lane Incorporated	02-Sep-21	Management	1	Yes	Elect Director R. Vann Graves	For	For	For	For	WITHHOLD votes for non-independent nominee Erik Hirsch are warranted for lack of a majority independent board and for the lack of a formal nominating committee.WITHHOLD votes are warranted for incumbent director nominees Erik Hirsch and Leslie Varon for the board's failure to remove, or subject to a reasonable sunset requirement, the multi-class share capital structure and the classified board structure, which adversely impact shareholder rights.A vote FOR director nominee R. Vann Graves is warranted.
Hamilton Lane Incorporated	02-Sep-21	Management	2	Yes	Elect Director Erik R. Hirsch	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Erik Hirsch are warranted for lack of a majority independent board and for the lack of a formal nominating committee.WITHHOLD votes are warranted for incumbent director nominees Erik Hirsch and Leslie Varon for the board's failure to remove, or subject to a reasonable sunset requirement, the multi-class share capital structure and the classified board structure, which adversely impact shareholder rights.A vote FOR director nominee R. Vann Graves is warranted.
Hamilton Lane Incorporated	02-Sep-21	Management	3	Yes	Elect Director Leslie F. Varon	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Erik Hirsch are warranted for lack of a majority independent board and for the lack of a formal nominating committee.WITHHOLD votes are warranted for incumbent director nominees Erik Hirsch and Leslie Varon for the board's failure to remove, or subject to a reasonable sunset requirement, the multi-class share capital structure and the classified board structure, which adversely impact shareholder rights.A vote FOR director nominee R. Vann Graves is warranted.
Hamilton Lane Incorporated	02-Sep-21	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Hamilton Lane Incorporated	02-Sep-21	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
Hawkins, Inc.	29-Jul-21	Management	1	Yes	Elect Director James A. Faulconbridge	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James (Jim) Thompson, Patrick Hawkins, James Faulconbridge, Daniel Stauber and Jeffrey Wright are warranted for lack of a majority independent board.WITHHOLD votes for James (Jim) Thompson, James Faulconbridge and Jeffrey Wnght are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for incumbent Audit Committee members James Faulconbridge, Mary Schumacher and Jeffrey Wright are warranted for neglecting to include auditor ratification on the proxy ballot.A vote FOR Yi (Faith) Tang is warranted.

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DIMENSIONAL FUND ADVISORS PROXY VOTES - JULY TO DECEMBER 31, 2021 Compared to ISS and Public Fund Policy Recommendations										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Hawkins, Inc.	29-Jul-21	Management	2	Yes	Elect Director Patrick H. Hawkins	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James (Jim) Thompson, Patrick Hawkins, James Faulconbridge, Daniel Stauber and Jeffrey Wright are warranted for lack of a majority independent board.WITHHOLD votes for James (Jim) Thompson, James Faulconbridge and Jeffrey Wright are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for incumbent Audit Committee members James Faulconbridge, Mary Schumacher and Jeffrey Wright are warranted for neglecting to include auditor ratification on the proxy ballot.A vote FOR Yi (Faith) Tang is warranted.
Hawkins, Inc.	29-Jul-21	Management	3	Yes	Elect Director Yi "Faith" Tang	For	For	For	For	WITHHOLD votes for non-independent nominees James (Jim) Thompson, Patrick Hawkins, James Faulconbridge, Daniel Stauber and Jeffrey Wright are warranted for lack of a majority independent board.WITHHOLD votes for James (Jim) Thompson, James Faulconbridge and Jeffrey Wright are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for incumbent Audit Committee members James Faulconbridge, Mary Schumacher and Jeffrey Wright are warranted for neglecting to include auditor ratification on the proxy ballot.A vote FOR Yi (Faith) Tang is warranted.
Hawkins, Inc.	29-Jul-21	Management	4	Yes	Elect Director Mary J. Schumacher	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James (Jim) Thompson, Patrick Hawkins, James Faulconbridge, Daniel Stauber and Jeffrey Wright are warranted for lack of a majority independent board.WITHHOLD votes for James (Jim) Thompson, James Faulconbridge and Jeffrey Wright are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for incumbent Audit Committee members James Faulconbridge, Mary Schumacher and Jeffrey Wright are warranted for neglecting to include auditor ratification on the proxy ballot.A vote FOR Yi (Faith) Tang is warranted.
Hawkins, Inc.	29-Jul-21	Management	5	Yes	Elect Director Daniel J. Stauber	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James (Jim) Thompson, Patrick Hawkins, James Faulconbridge, Daniel Stauber and Jeffrey Wright are warranted for lack of a majority independent board.WITHHOLD votes for James (Jim) Thompson, James Faulconbridge and Jeffrey Wright are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for incumbent Audit Committee members James Faulconbridge, Mary Schumacher and Jeffrey Wright are warranted for neglecting to include auditor ratification on the proxy ballot.A vote FOR Yi (Faith) Tang is warranted.
Hawkins, Inc.	29-Jul-21	Management	6	Yes	Elect Director James T. Thompson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James (Jim) Thompson, Patrick Hawkins, James Faulconbridge, Daniel Stauber and Jeffrey Wright are warranted for lack of a majority independent board.WITHHOLD votes for James (Jim) Thompson, James Faulconbridge and Jeffrey Wright are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for incumbent Audit Committee members James Faulconbridge, Mary Schumacher and Jeffrey Wright are warranted for neglecting to include auditor ratification on the proxy ballot.A vote FOR Yi (Faith) Tang is warranted.
Hawkins, Inc.	29-Jul-21	Management	7	Yes	Elect Director Jeffrey L. Wright	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James (Jim) Thompson, Patrick Hawkins, James Faulconbridge, Daniel Stauber and Jeffrey Wright are warranted for lack of a majority independent board.WITHHOLD votes for James (Jim) Thompson, James Faulconbridge and Jeffrey Wright are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for incumbent Audit Committee members James Faulconbridge, Mary Schumacher and Jeffrey Wright are warranted for neglecting to include auditor ratification on the proxy ballot.A vote FOR Yi (Faith) Tang is warranted.
Hawkins, Inc.	29-Jul-21	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Helen of Troy Limited	25-Aug-21	Management	1	Yes	Elect Director Julien R. Mininberg	For	For	Against	Against	Votes AGAINST non-independent nominees Timothy Meeker, Julien Mininberg, Gary Abromovitz, Vincent Carson and Darren Woody are warranted for lack of a majority independent board.Votes AGAINST Timothy Meeker, Gary Abromovitz and Darren Woody are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Helen of Troy Limited	25-Aug-21	Management	2	Yes	Elect Director Timothy F. Meeker	For	For	Against	Against	Votes AGAINST non-independent nominees Timothy Meeker, Julien Mininberg, Gary Abromovitz, Vincent Carson and Darren Woody are warranted for lack of a majority independent board.Votes AGAINST Timothy Meeker, Gary Abromovitz and Darren Woody are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Helen of Troy Limited	25-Aug-21	Management	3	Yes	Elect Director Gary B. Abromovitz	For	For	Against	Against	Votes AGAINST non-independent nominees Timothy Meeker, Julien Mininberg, Gary Abromovitz, Vincent Carson and Darren Woody are warranted for lack of a majority independent board.Votes AGAINST Timothy Meeker, Gary Abromovitz and Darren Woody are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Helen of Troy Limited	25-Aug-21	Management	4	Yes	Elect Director Krista L. Berry	For	For	For	For	Votes AGAINST non-independent nominees Timothy Meeker, Julien Mininberg, Gary Abromovitz, Vincent Carson and Darren Woody are warranted for lack of a majority independent board.Votes AGAINST Timothy Meeker, Gary Abromovitz and Darren Woody are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Helen of Troy Limited	25-Aug-21	Management	5	Yes	Elect Director Vincent D. Carson	For	For	Against	Against	Votes AGAINST non-independent nominees Timothy Meeker, Julien Mininberg, Gary Abromovitz, Vincent Carson and Darren Woody are warranted for lack of a majority independent board.Votes AGAINST Timothy Meeker, Gary Abromovitz and Darren Woody are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Helen of Troy Limited	25-Aug-21	Management	6	Yes	Elect Director Thurman K. Case	For	For	For	For	Votes AGAINST non-independent nominees Timothy Meeker, Julien Mininberg, Gary Abromovitz, Vincent Carson and Darren Woody are warranted for lack of a majority independent board.Votes AGAINST Timothy Meeker, Gary Abromovitz and Darren Woody are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Helen of Troy Limited	25-Aug-21	Management	7	Yes	Elect Director Beryl B. Raff	For	For	For	For	Votes AGAINST non-independent nominees Timothy Meeker, Julien Mininberg, Gary Abromovitz, Vincent Carson and Darren Woody are warranted for lack of a majority independent board.Votes AGAINST Timothy Meeker, Gary Abromovitz and Darren Woody are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Helen of Troy Limited	25-Aug-21	Management	8	Yes	Elect Director Darren G. Woody	For	For	Against	Against	Votes AGAINST non-independent nominees Timothy Meeker, Julien Mininberg, Gary Abromovitz, Vincent Carson and Darren Woody are warranted for lack of a majority independent board.Votes AGAINST Timothy Meeker, Gary Abromovitz and Darren Woody are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Helen of Troy Limited	25-Aug-21	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Helen of Troy Limited	25-Aug-21	Management	10	Yes	Approve Grant Thornton LLP as Auditors and Authorize Board to Fix	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
Herman Miller, Inc.	13-Jul-21	Management	1	Yes	Issue Shares in Connection with Merger	For	For	For	For	The strategic rationale is compelling, the merger is expected to generate \$100 million of run-rate cost synergies, and is expected to be accretive to earnings. As such, support FOR the proposed transaction is warranted.
Herman Miller, Inc.	13-Jul-21	Management	2	Yes	Adjourn Meeting	For	For	For	For	Support FOR this agenda item is warranted as the underlying transaction warrants support.
Herman Miller, Inc.	11-Oct-21	Management	1	Yes	Elect Director Michael R. Smith	For	For	For	For	WITHHOLD votes for Douglas French and John Hoke III are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Herman Miller, Inc.	11-Oct-21	Management	2	Yes	Elect Director David A. Brandon	For	For	For	For	WITHHOLD votes for Douglas French and John Hoke III are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Herman Miller, Inc.	11-Oct-21	Management	3	Yes	Elect Director Douglas D. French	For	For	Withhold	Withhold	WITHHOLD votes for Douglas French and John Hoke III are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Herman Miller, Inc.	11-Oct-21	Management	4	Yes	Elect Director John R. Hoke, III	For	For	Withhold	Withhold	WITHHOLD votes for Douglas French and John Hoke III are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Herman Miller, Inc.	11-Oct-21	Management	5	Yes	Elect Director Heidi J. Manheimer	For	For	For	For	WITHHOLD votes for Douglas French and John Hoke III are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Herman Miller, Inc.	11-Oct-21	Management	6	Yes	Change Company Name to MillerKnoll, Inc.	For	For	For	For	A vote FOR this proposal is warranted given that it is unlikely that the name change would have a negative financial impact on the company.
Herman Miller, Inc.	11-Oct-21	Management	7	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Herman Miller, Inc.	11-Oct-21	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Heska Corporation	22-Nov-21	Management	1	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted because the size of the proposed increases in the number of authorized original common stock and public common stock are reasonable and there are no substantial concerns about the company's past use of shares.
Hilton Grand Vacations Inc.	28-Jul-21	Management	1	Yes	Issue Shares in Connection with Merger	For	For	For	For	The valuation of DRI appears expensive, and Apollo will have significant ownership and influence on the board of the combined company; however, the market response to the transaction has been positive and HGV has meaningfully outperformed its peers, indicating a potential downside risk of non-approval. Additionally, the strategic rationale is sound, and the merger is expected to generate significant cost synergies and be accretive to free cash flow per share. Given these factors, support FOR the proposed transaction is warranted.
Hilton Grand Vacations Inc.	28-Jul-21	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Cash severance requires a qualifying termination and is reasonably based, and no excise tax gross-ups are payable. Additionally, equity awards are subject to double trigger vesting, with performance awards vesting at actual or target performance.
Hilton Grand Vacations Inc.	28-Jul-21	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this agenda item is warranted as the underlying transaction warrants support.
HollyFrontier Corporation	08-Dec-21	Management	1	Yes	Issue Shares in Connection with Acquisition	For	For	For	For	Although HFC shareholders' ownership will be diluted by the proposed share issuance to Sinclair, the strategic rationale for the transaction appears sound, as the combined company would have greater scale and the transaction is expected to be accretive to earnings and free cash flow within the first year. As such, support FOR the proposed issuance is warranted.
HollyFrontier Corporation	08-Dec-21	Management	2	Yes	Adjourn Meeting	For	For	For	For	Vote FOR this proposal is warranted in light of support for the underlying transaction.
Home BancShares, Inc.	15-Dec-21	Management	1	Yes	Issue Shares in Connection with Acquisition	For	For	For	For	Given the opportunity to expand the bank's served market into adjacent and faster growing areas, as well as the expected EPS accretion post-merger, a vote FOR the transaction is warranted.
Home BancShares, Inc.	15-Dec-21	Management	2	Yes	Approve Increase in Size of Board	For	For	For	For	A vote FOR this proposal is warranted as the requested increase appears to be appropriate for a company of this size, and there is no evidence suggesting that the proposal is an attempt to entrench current management.
Home BancShares, Inc.	15-Dec-21	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted as the underlying transaction (Item 1) also merits support.
HomeTrust Bancshares, Inc.	15-Nov-21	Management	1	Yes	Elect Director Sidney A. Biesecker	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Sidney Biesecker and C. Hunter Westbrook are warranted for lack of a majority independent board.WITHHOLD votes for Sidney Biesecker are also warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
HomeTrust Bancshares, Inc.	15-Nov-21	Management	2	Yes	Elect Director John A. Switzer	For	For	For	For	WITHHOLD votes for non-independent nominees Sidney Biesecker and C. Hunter Westbrook are warranted for lack of a majority independent board.WITHHOLD votes for Sidney Biesecker are also warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
HomeTrust Bancshares, Inc.	15-Nov-21	Management	3	Yes	Elect Director C. Hunter Westbrook	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Sidney Biesecker and C. Hunter Westbrook are warranted for lack of a majority independent board.WITHHOLD votes for Sidney Biesecker are also warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
HomeTrust Bancshares, Inc.	15-Nov-21	Management	4	Yes	Elect Director Richard T. Williams	For	For	For	For	WITHHOLD votes for non-independent nominees Sidney Biesecker and C. Hunter Westbrook are warranted for lack of a majority independent board.WITHHOLD votes for Sidney Biesecker are also warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
HomeTrust Bancshares, Inc.	15-Nov-21	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
HomeTrust Bancshares, Inc.	15-Nov-21	Management	6	Yes	Ratify Dixon Hughes Goodman LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Houlihan Lokey, Inc.	21-Sep-21	Management	1	Yes	Elect Director Scott J. Adelson	For	Withhold	Withhold	Withhold	WITHHOLD votes for Scott Adelson and David Preiser are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes are warranted for incumbent director nominees Scott Adelson, David Preiser, and Robert Schriesheim given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.A vote FOR Ekpedeme M. Bassey is warranted.
Houlihan Lokey, Inc.	21-Sep-21	Management	2	Yes	Elect Director Ekpedeme M. Bassey	For	For	For	For	WITHHOLD votes for Scott Adelson and David Preiser are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes are warranted for incumbent director nominees Scott Adelson, David Preiser, and Robert Schriesheim given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.A vote FOR Ekpedeme M. Bassey is warranted.
Houlihan Lokey, Inc.	21-Sep-21	Management	3	Yes	Elect Director David A. Preiser	For	Withhold	Withhold	Withhold	WITHHOLD votes for Scott Adelson and David Preiser are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes are warranted for incumbent director nominees Scott Adelson, David Preiser, and Robert Schriesheim given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.A vote FOR Ekpedeme M. Bassey is warranted.
Houlihan Lokey, Inc.	21-Sep-21	Management	4	Yes	Elect Director Robert A. Schriesheim	For	Withhold	Withhold	Withhold	WITHHOLD votes for Scott Adelson and David Preiser are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes are warranted for incumbent director nominees Scott Adelson, David Preiser, and Robert Schriesheim given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.A vote FOR Ekpedeme M. Bassey is warranted.
Houlihan Lokey, Inc.	21-Sep-21	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	The payment of significant discretionary bonuses is concerning, and adverse recommendations may be issued in the future. However, support FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Houlihan Lokey, Inc.	21-Sep-21	Management	6	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
Howard Bancorp, Inc.	09-Nov-21	Management	1	Yes	Approve Merger Agreement	For	For	For	For	The strategic rationale is compelling as HBMD would be better positioned for profitable growth as part of a larger company with wider scale. The board appears to have run a fairly thorough process, the proposed consideration offers a 40.6 percent premium to the unaffected share price, and the equity form of consideration allows shareholders to participate in the upside potential of the combined company. In light of these factors, support FOR the proposed transaction is
Howard Bancorp, Inc.	09-Nov-21	Management	2	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Certain NEOs would be eligible for full cash severance upon a resignation for any reason. Furthermore, all unvested equity will automatically accelerate at time of merger.
Howard Bancorp, Inc.	09-Nov-21	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted given support for the underlying transaction.
iCAD, Inc.	15-Jul-21	Management	1	Yes	Elect Director Michael Klein	For	For	For	For	WITHHOLD votes for Rakesh Patel are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
iCAD, Inc.	15-Jul-21	Management	2	Yes	Elect Director Nathaniel Dalton	For	For	For	For	WITHHOLD votes for Rakesh Patel are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
iCAD, Inc.	15-Jul-21	Management	3	Yes	Elect Director Rakesh Patel	For	Withhold	Withhold	Withhold	WITHHOLD votes for Rakesh Patel are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
iCAD, Inc.	15-Jul-21	Management	4	Yes	Elect Director Andy Sassine	For	For	For	For	WITHHOLD votes for Rakesh Patel are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
iCAD, Inc.	15-Jul-21	Management	5	Yes	Elect Director Susan Wood	For	For	For	For	WITHHOLD votes for Rakesh Patel are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
iCAD, Inc.	15-Jul-21	Management	6	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted given that the size of the proposed increase in authorized shares of common stock is reasonable.
iCAD, Inc.	15-Jul-21	Management	7	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because:" The company's potential Voting Power Dilution (VPD) for all incentive plans of 15.16 percent is excessive." The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
iCAD, Inc.	15-Jul-21	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
iCAD, Inc.	15-Jul-21	Management	9	Yes	Ratify BDO USA, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
IDT Corporation	15-Dec-21	Management	1	Yes	Elect Director Michael Chenkin	For	For	Against	Against	Votes AGAINST non-independent nominees Howard Jonas, Eric Cosentino, Judah Schorr, and Liora Stein are warranted for lack of a majority independent board.Votes AGAINST Eric Cosentino and Judah Schorr are also warranted for serving as non-independent members of a key board committee.Votes AGAINST Howard Jonas are also warranted for serving on more than four public company boards.Votes AGAINST incumbent Audit Committee members Eric Cosentino, Michael Chenkin, and Judah Schorr are warranted for failing to include auditor ratification on the proxy
IDT Corporation	15-Dec-21	Management	2	Yes	Elect Director Eric F. Cosentino	For	For	Against	Against	Votes AGAINST non-independent nominees Howard Jonas, Eric Cosentino, Judah Schorr, and Liora Stein are warranted for lack of a majority independent board.Votes AGAINST Eric Cosentino and Judah Schorr are also warranted for serving as non-independent members of a key board committee.Votes AGAINST Howard Jonas are also warranted for serving on more than four public company boards.Votes AGAINST incumbent Audit Committee members Eric Cosentino, Michael Chenkin, and Judah Schorr are warranted for failing to include auditor ratification on the proxy
IDT Corporation	15-Dec-21	Management	3	Yes	Elect Director Howard S. Jonas	For	Against	Against	Against	Votes AGAINST non-independent nominees Howard Jonas, Eric Cosentino, Judah Schorr, and Liora Stein are warranted for lack of a majority independent board.Votes AGAINST Eric Cosentino and Judah Schorr are also warranted for serving as non-independent members of a key board committee.Votes AGAINST Howard Jonas are also warranted for serving on more than four public company boards.Votes AGAINST incumbent Audit Committee members Eric Cosentino, Michael Chenkin, and Judah Schorr are warranted for failing to include auditor ratification on the proxy
IDT Corporation	15-Dec-21	Management	4	Yes	Elect Director Judah Schorr	For	For	Against	Against	Votes AGAINST non-independent nominees Howard Jonas, Eric Cosentino, Judah Schorr, and Liora Stein are warranted for lack of a majority independent board.Votes AGAINST Eric Cosentino and Judah Schorr are also warranted for serving as non-independent members of a key board committee.Votes AGAINST Howard Jonas are also warranted for serving on more than four public company boards.Votes AGAINST incumbent Audit Committee members Eric Cosentino, Michael Chenkin, and Judah Schorr are warranted for failing to include auditor ratification on the proxy

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IDT Corporation	15-Dec-21	Management	5	Yes	Elect Director Liora Stein	For	Against	Against	Against	Votes AGAINST non-independent nominees Howard Jonas, Eric Cosentino, Judah Schorr, and Liora Stein are warranted for lack of a majority independent board.Votes AGAINST Eric Cosentino and Judah Schorr are also warranted for serving as non-independent members of a key board committee.Votes AGAINST Howard Jonas are also warranted for serving on more than four public company boards.Votes AGAINST incumbent Audit Committee members Eric Cosentino, Michael Chenkin, and Judah Schorr are warranted for failing to include auditor ratification on the proxy ballot.
IDT Corporation	15-Dec-21	Management	6	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the plan allows for single-trigger vesting of awards in the event of a change-in-control.
IDT Corporation	15-Dec-21	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company's change-in-control agreements provide for modified single trigger severance payment and auto-accelerated vesting of equity. Further, there is a lack of risk mitigators, such as a clawback policy, stock ownership guidelines, or stock holding period requirements.
Independent Bank Corp.	05-Aug-21	Management	1	Yes	Issue Shares in Connection with Merger	For	For	For	For	A vote FOR the transaction is warranted in light of the logical strategic rationale, anticipated cost savings, and potential positive impacts on financial metrics.
Independent Bank Corp.	05-Aug-21	Management	2	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted, as support for the underlying transaction is warranted.
Inovalon Holdings, Inc.	16-Nov-21	Management	1	Yes	Approve Merger Agreement	For	For	For	For	A vote FOR this proposal is warranted given the reasonably thorough review of strategic alternatives, the premium to the unaffected share price, the liquidity and certainty of value of the cash consideration, and the downside risk of non-approval.
Inovalon Holdings, Inc.	16-Nov-21	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. The CEO is not entitled to any severance or other compensation in connection with the merger. Although certain equity awards will auto-accelerate, the NEOs have waived their right to cash severance, and no excise tax gross-ups are payable.
Inovalon Holdings, Inc.	16-Nov-21	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted as Item 1 also merits support.
Inter Parfums, Inc.	05-Oct-21	Management	1	Yes	Elect Director Jean Madar	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jean Madar, Philippe Benacin, Robert Bensoussan-Torres, Patrick Choel, Russell Greenberg, Francois Heilbronn and Philippe Santi are warranted for lack of a majority independent board.WITHHOLD votes for Patrick Choel and Francois Heilbronn are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for incumbent Audit Committee members Patrick Choel, Veronique Gabai-Pinsky and Francois Heilbronn are warranted for failing to include auditor ratification on the proxy ballot.A vote FOR the remaining director nominees is warranted.
Inter Parfums, Inc.	05-Oct-21	Management	2	Yes	Elect Director Philippe Benacin	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jean Madar, Philippe Benacin, Robert Bensoussan-Torres, Patrick Choel, Russell Greenberg, Francois Heilbronn and Philippe Santi are warranted for lack of a majority independent board.WITHHOLD votes for Patrick Choel and Francois Heilbronn are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for incumbent Audit Committee members Patrick Choel, Veronique Gabai-Pinsky and Francois Heilbronn are warranted for failing to include auditor ratification on the proxy ballot.A vote FOR the remaining director nominees is warranted.
Inter Parfums, Inc.	05-Oct-21	Management	3	Yes	Elect Director Russell Greenberg	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jean Madar, Philippe Benacin, Robert Bensoussan-Torres, Patrick Choel, Russell Greenberg, Francois Heilbronn and Philippe Santi are warranted for lack of a majority independent board.WITHHOLD votes for Patrick Choel and Francois Heilbronn are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for incumbent Audit Committee members Patrick Choel, Veronique Gabai-Pinsky and Francois Heilbronn are warranted for failing to include auditor ratification on the proxy ballot.A vote FOR the remaining director nominees is warranted.
Inter Parfums, Inc.	05-Oct-21	Management	4	Yes	Elect Director Philippe Santi	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jean Madar, Philippe Benacin, Robert Bensoussan-Torres, Patrick Choel, Russell Greenberg, Francois Heilbronn and Philippe Santi are warranted for lack of a majority independent board.WITHHOLD votes for Patrick Choel and Francois Heilbronn are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for incumbent Audit Committee members Patrick Choel, Veronique Gabai-Pinsky and Francois Heilbronn are warranted for failing to include auditor ratification on the proxy ballot.A vote FOR the remaining director nominees is warranted.
Inter Parfums, Inc.	05-Oct-21	Management	5	Yes	Elect Director Francois Heilbronn	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jean Madar, Philippe Benacin, Robert Bensoussan-Torres, Patrick Choel, Russell Greenberg, Francois Heilbronn and Philippe Santi are warranted for lack of a majority independent board.WITHHOLD votes for Patrick Choel and Francois Heilbronn are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for incumbent Audit Committee members Patrick Choel, Veronique Gabai-Pinsky and Francois Heilbronn are warranted for failing to include auditor ratification on the proxy ballot.A vote FOR the remaining director nominees is warranted.
Inter Parfums, Inc.	05-Oct-21	Management	6	Yes	Elect Director Robert Bensoussan	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jean Madar, Philippe Benacin, Robert Bensoussan-Torres, Patrick Choel, Russell Greenberg, Francois Heilbronn and Philippe Santi are warranted for lack of a majority independent board.WITHHOLD votes for Patrick Choel and Francois Heilbronn are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for incumbent Audit Committee members Patrick Choel, Veronique Gabai-Pinsky and Francois Heilbronn are warranted for failing to include auditor ratification on the proxy ballot.A vote FOR the remaining director nominees is warranted.
Inter Parfums, Inc.	05-Oct-21	Management	7	Yes	Elect Director Patrick Choel	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jean Madar, Philippe Benacin, Robert Bensoussan-Torres, Patrick Choel, Russell Greenberg, Francois Heilbronn and Philippe Santi are warranted for lack of a majority independent board.WITHHOLD votes for Patrick Choel and Francois Heilbronn are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for incumbent Audit Committee members Patrick Choel, Veronique Gabai-Pinsky and Francois Heilbronn are warranted for failing to include auditor ratification on the proxy ballot.A vote FOR the remaining director nominees is warranted.
Inter Parfums, Inc.	05-Oct-21	Management	8	Yes	Elect Director Michel Dyens	For	For	For	For	WITHHOLD votes for non-independent nominees Jean Madar, Philippe Benacin, Robert Bensoussan-Torres, Patrick Choel, Russell Greenberg, Francois Heilbronn and Philippe Santi are warranted for lack of a majority independent board.WITHHOLD votes for Patrick Choel and Francois Heilbronn are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for incumbent Audit Committee members Patrick Choel, Veronique Gabai-Pinsky and Francois Heilbronn are warranted for failing to include auditor ratification on the proxy ballot.A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Inter Parfums, Inc.	05-Oct-21	Management	9	Yes	Elect Director Veronique Gabai-Pinsky	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jean Madar, Philippe Benacin, Robert Bensoussan-Torres, Patrick Choel, Russell Greenberg, Francois Heilbronn and Philippe Santi are warranted for lack of a majority independent board.WITHHOLD votes for Patrick Choel and Francois Heilbronn are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for incumbent Audit Committee members Patrick Choel, Veronique Gabai-Pinsky and Francois Heilbronn are warranted for failing to include auditor ratification on the proxy ballot.A vote FOR the remaining director nominees is warranted.
Inter Parfums, Inc.	05-Oct-21	Management	10	Yes	Elect Director Gilbert Harrison	For	For	For	For	WITHHOLD votes for non-independent nominees Jean Madar, Philippe Benacin, Robert Bensoussan-Torres, Patrick Choel, Russell Greenberg, Francois Heilbronn and Philippe Santi are warranted for lack of a majority independent board.WITHHOLD votes for Patrick Choel and Francois Heilbronn are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for incumbent Audit Committee members Patrick Choel, Veronique Gabai-Pinsky and Francois Heilbronn are warranted for failing to include auditor ratification on the proxy ballot.A vote FOR the remaining director nominees is warranted.
Inter Parfums, Inc.	05-Oct-21	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
International Seaways, Inc.	13-Jul-21	Management	1	Yes	Issue Shares in Connection with Acquisition	For	For	For	For	Considering the sound strategic rationale for the merger-of-equals, including the immediately accretive impact to earnings and cash flow per share, potential for cost and revenue synergies for the combined company, the special dividend payable to INSW shareholders immediately prior to closing, and the positive market reaction of INSW's share price at the announcement, a vote FOR this proposal is warranted.
International Seaways, Inc.	13-Jul-21	Management	2	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted, as the underlying transaction warrants shareholder support.
Investors Bancorp, Inc.	19-Nov-21	Management	1	Yes	Approve Merger Agreement	For	For	For	For	* Although the sale process was an exclusive negotiation, the merger consideration represented a premium at announcement, and due to an increase in CFG's share price through Nov. 8, 2021, currently represents a premium to the pre-transaction 52-week high. The cash in the consideration provides liquidity and certainty of value, while the stock portion allows ISBC shareholders to participate in the potential upside of the combined company, which is expected to generate meaningful cost synergies from the merger. Additionally, there may be downside risk if the transaction is rejected. Support for the merger is therefore warranted.
Investors Bancorp, Inc.	19-Nov-21	Management	2	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While equity vesting is double trigger, most NEOs would be eligible to receive cash severance on a modified single trigger basis. In addition to cash severance entitlements, two NEOs will receive large restrictive covenant payments, most NEOs will receive single trigger CIC bonuses, and NEOs are eligible for enhanced SERP benefits, which is a practice generally disfavored by many investors.
Investors Bancorp, Inc.	19-Nov-21	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted, as support for the underlying transaction is warranted.
Iteris, Inc.	09-Sep-21	Management	1	Yes	Elect Director Joe Bergera	For	For	For	For	Votes AGAINST Thomas (Tom) Thomas are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Iteris, Inc.	09-Sep-21	Management	2	Yes	Elect Director Anjali Joshi	For	For	For	For	Votes AGAINST Thomas (Tom) Thomas are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Iteris, Inc.	09-Sep-21	Management	3	Yes	Elect Director Gerard M. Mooney	For	For	For	For	Votes AGAINST Thomas (Tom) Thomas are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Iteris, Inc.	09-Sep-21	Management	4	Yes	Elect Director Laura L. Siegal	For	For	For	For	Votes AGAINST Thomas (Tom) Thomas are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Iteris, Inc.	09-Sep-21	Management	5	Yes	Elect Director Thomas L. Thomas	For	For	Against	Against	Votes AGAINST Thomas (Tom) Thomas are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Iteris, Inc.	09-Sep-21	Management	6	Yes	Elect Director Dennis W. Zank	For	For	For	For	Votes AGAINST Thomas (Tom) Thomas are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Iteris, Inc.	09-Sep-21	Management	7	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: " The company's potential Voting Power Dilution (VPD) for all incentive plans of 19.03 percent is excessive." The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Iteris, Inc.	09-Sep-21	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Support for this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Iteris, Inc.	09-Sep-21	Management	9	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit
J. Alexander's Holdings, Inc.	28-Sep-21	Management	1	Yes	Approve Merger Agreement	For	For	For	For	The sales process was thorough, shareholders are receiving a meaningful premium to the unaffected date price and the all-time high price, there is a potential downside risk of non-approval, the valuation appears to be fair, and the cash consideration provides liquidity and certainty of value. As such, support FOR the proposed transaction is warranted.
J. Alexander's Holdings, Inc.	28-Sep-21	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR the proposal is warranted. Although unvested equity awards are subject to single-trigger vesting, cash severance is double trigger and reasonably based, and no excise tax gross-ups are expected to be paid.
J. Alexander's Holdings, Inc.	28-Sep-21	Management	3	Yes	Adjourn Meeting	For	For	For	For	Support FOR the proposed agenda item is warranted as the underlying transaction warrants
James River Group Holdings, Ltd.	26-Oct-21	Management	1	Yes	Elect Director Patricia H. Roberts	For	Withhold	Withhold	Withhold	WITHHOLD votes for director nominee Patricia Roberts are warranted for the board's failure to address the majority withhold vote for a director at last year's annual meeting and given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.A vote FOR new director nominee Thomas Brown is warranted.
James River Group Holdings, Ltd.	26-Oct-21	Management	2	Yes	Elect Director Thomas L. Brown	For	For	For	For	WITHHOLD votes for director nominee Patricia Roberts are warranted for the board's failure to address the majority withhold vote for a director at last year's annual meeting and given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.A vote FOR new director nominee Thomas Brown is warranted.
James River Group Holdings, Ltd.	26-Oct-21	Management	3	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
James River Group Holdings, Ltd.	26-Oct-21	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
John B. Sanfilippo & Son, Inc.	27-Oct-21	Management	1	Yes	Elect Director Pamela Forbes Lieberman	For	Withhold	Withhold	Withhold	WITHHOLD votes for Audit Committee members Pamela Forbes Lieberman and Ellen Taaffe are warranted given concerns regarding the committee's risk oversight function in light of the pledging of a significant amount of the company's Class A common stock.WITHHOLD votes for Pamela Forbes Lieberman and Ellen Taaffe are further warranted for failing to address the low support received by directors Jim Edgar and Ellen Taaffe at last year's annual meeting.A vote FOR Mercedes Romero is warranted.

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John B. Sanfilippo & Son, Inc.	27-Oct-21	Management	2	Yes	Elect Director Mercedes Romero	For	For	For	For	WITHHOLD votes for Audit Committee members Pamela Forbes Lieberman and Ellen Taaffe are warranted given concerns regarding the committee's risk oversight function in light of the pledging of a significant amount of the company's Class A common stock.WITHHOLD votes for Pamela Forbes Lieberman and Ellen Taaffe are further warranted for failing to address the low support received by directors Jim Edgar and Ellen Taaffe at last year's annual meeting.A vote FOR Mercedes Romero is warranted.
John B. Sanfilippo & Son, Inc.	27-Oct-21	Management	3	Yes	Elect Director Ellen C. Taaffe	For	Withhold	Withhold	Withhold	WITHHOLD votes for Audit Committee members Pamela Forbes Lieberman and Ellen Taaffe are warranted given concerns regarding the committee's risk oversight function in light of the pledging of a significant amount of the company's Class A common stock.WITHHOLD votes for Pamela Forbes Lieberman and Ellen Taaffe are further warranted for failing to address the low support received by directors Jim Edgar and Ellen Taaffe at last year's annual meeting.A vote FOR Mercedes Romero is warranted.
John B. Sanfilippo & Son, Inc.	27-Oct-21	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
John B. Sanfilippo & Son, Inc.	27-Oct-21	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
John Wiley & Sons, Inc.	30-Sep-21	Management	1	Yes	Elect Director Beth A. Birnbaum	For	For	For	For	A vote FOR the director nominees is warranted.
John Wiley & Sons, Inc.	30-Sep-21	Management	2	Yes	Elect Director David C. Dobson	For	For	For	For	A vote FOR the director nominees is warranted.
John Wiley & Sons, Inc.	30-Sep-21	Management	3	Yes	Elect Director Mariana Garavaglia	For	For	For	For	A vote FOR the director nominees is warranted.
John Wiley & Sons, Inc.	30-Sep-21	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
John Wiley & Sons, Inc.	30-Sep-21	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
KalVista Pharmaceuticals, Inc.	30-Sep-21	Management	1	Yes	Elect Director Albert Cha	For	Against	Against	Against	A vote AGAINST incumbent director nominees Martin Edwards and Albert Cha is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.Votes AGAINST Martin Edwards are further warranted for serving as a director on more than four public company boards.A vote FOR Nancy
KalVista Pharmaceuticals, Inc.	30-Sep-21	Management	2	Yes	Elect Director Martin Edwards	For	Against	Against	Against	A vote AGAINST incumbent director nominees Martin Edwards and Albert Cha is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.Votes AGAINST Martin Edwards are further warranted for serving as a director on more than four public company boards.A vote FOR Nancy
KalVista Pharmaceuticals, Inc.	30-Sep-21	Management	3	Yes	Elect Director Nancy Stuart	For	For	For	For	A vote AGAINST incumbent director nominees Martin Edwards and Albert Cha is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.Votes AGAINST Martin Edwards are further warranted for serving as a director on more than four public company boards.A vote FOR Nancy
KalVista Pharmaceuticals, Inc.	30-Sep-21	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
KalVista Pharmaceuticals, Inc.	30-Sep-21	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Kearny Financial Corp.	28-Oct-21	Management	1	Yes	Elect Director John N. Hopkins	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Craig Montanaro, John Hopkins and Leopold Montanaro are warranted for lack of a majority independent board.A vote FOR Catherine A. Lawton is warranted.
Kearny Financial Corp.	28-Oct-21	Management	2	Yes	Elect Director Catherine A. Lawton	For	For	For	For	WITHHOLD votes for non-independent nominees Craig Montanaro, John Hopkins and Leopold Montanaro are warranted for lack of a majority independent board.A vote FOR Catherine A. Lawton is warranted.
Kearny Financial Corp.	28-Oct-21	Management	3	Yes	Elect Director Craig L. Montanaro	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Craig Montanaro, John Hopkins and Leopold Montanaro are warranted for lack of a majority independent board.A vote FOR Catherine A. Lawton is warranted.
Kearny Financial Corp.	28-Oct-21	Management	4	Yes	Elect Director Leopold W. Montanaro	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Craig Montanaro, John Hopkins and Leopold Montanaro are warranted for lack of a majority independent board.A vote FOR Catherine A. Lawton is warranted.
Kearny Financial Corp.	28-Oct-21	Management	5	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Kearny Financial Corp.	28-Oct-21	Management	6	Yes	Ratify Crowe LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Kearny Financial Corp.	28-Oct-21	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, support FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Kearny Financial Corp.	28-Oct-21	Management	8	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Kennametal, Inc.	26-Oct-21	Management	1	Yes	Elect Director Joseph Alvarado	For	For	For	For	WITHHOLD votes for Steven Wunning are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Kennametal, Inc.	26-Oct-21	Management	2	Yes	Elect Director Cindy L. Davis	For	For	For	For	WITHHOLD votes for Steven Wunning are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Kennametal, Inc.	26-Oct-21	Management	3	Yes	Elect Director William J. Harvey	For	For	For	For	WITHHOLD votes for Steven Wunning are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Kennametal, Inc.	26-Oct-21	Management	4	Yes	Elect Director William M. Lambert	For	For	For	For	WITHHOLD votes for Steven Wunning are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Kennametal, Inc.	26-Oct-21	Management	5	Yes	Elect Director Lorraine M. Martin	For	For	For	For	WITHHOLD votes for Steven Wunning are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Kennametal, Inc.	26-Oct-21	Management	6	Yes	Elect Director Sagar A. Patel	For	For	For	For	WITHHOLD votes for Steven Wunning are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Kennametal, Inc.	26-Oct-21	Management	7	Yes	Elect Director Christopher Rossi	For	For	For	For	WITHHOLD votes for Steven Wunning are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Kennametal, Inc.	26-Oct-21	Management	8	Yes	Elect Director Lawrence W. Stranghoener	For	For	For	For	WITHHOLD votes for Steven Wunning are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Kennametal, Inc.	26-Oct-21	Management	9	Yes	Elect Director Steven H. Wunning	For	For	Withhold	Withhold	WITHHOLD votes for Steven Wunning are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Kennametal, Inc.	26-Oct-21	Management	10	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven

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Kennametal, Inc.	26-Oct-21	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Kewaunee Scientific Corporation	25-Aug-21	Management	1	Yes	Elect Director Keith M. Gehl	For	For	For	For	A vote FOR Keith M. Gehl is warranted.
Kewaunee Scientific Corporation	25-Aug-21	Management	2	Yes	Ratify Dixon Hughes Goodman LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Kewaunee Scientific Corporation	25-Aug-21	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Key Tronic Corporation	28-Oct-21	Management	1	Yes	Elect Director James R. Bean	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrick Sweeney, Craig Gates, James (Jim) Bean, Ronald (Ron) Klawitter and Yacov Shamash are warranted for lack of a majority independent board.WITHHOLD votes for Patrick Sweeney, James (Jim) Bean, Ronald (Ron) Klawitter and Yacov Shamash are also warranted for serving as non-independent members of a key board committee.A vote FOR Subodh K. Kulkarni is warranted.
Key Tronic Corporation	28-Oct-21	Management	2	Yes	Elect Director Craig D. Gates	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrick Sweeney, Craig Gates, James (Jim) Bean, Ronald (Ron) Klawitter and Yacov Shamash are warranted for lack of a majority independent board.WITHHOLD votes for Patrick Sweeney, James (Jim) Bean, Ronald (Ron) Klawitter and Yacov Shamash are also warranted for serving as non-independent members of a key board committee.A vote FOR Subodh K. Kulkarni is warranted.
Key Tronic Corporation	28-Oct-21	Management	3	Yes	Elect Director Ronald F. Klawitter	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrick Sweeney, Craig Gates, James (Jim) Bean, Ronald (Ron) Klawitter and Yacov Shamash are warranted for lack of a majority independent board.WITHHOLD votes for Patrick Sweeney, James (Jim) Bean, Ronald (Ron) Klawitter and Yacov Shamash are also warranted for serving as non-independent members of a key board committee.A vote FOR Subodh K. Kulkarni is warranted.
Key Tronic Corporation	28-Oct-21	Management	4	Yes	Elect Director Subodh K. Kulkarni	For	For	For	For	WITHHOLD votes for non-independent nominees Patrick Sweeney, Craig Gates, James (Jim) Bean, Ronald (Ron) Klawitter and Yacov Shamash are warranted for lack of a majority independent board.WITHHOLD votes for Patrick Sweeney, James (Jim) Bean, Ronald (Ron) Klawitter and Yacov Shamash are also warranted for serving as non-independent members of a key board committee.A vote FOR Subodh K. Kulkarni is warranted.
Key Tronic Corporation	28-Oct-21	Management	5	Yes	Elect Director Yacov A. Shamash	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrick Sweeney, Craig Gates, James (Jim) Bean, Ronald (Ron) Klawitter and Yacov Shamash are warranted for lack of a majority independent board.WITHHOLD votes for Patrick Sweeney, James (Jim) Bean, Ronald (Ron) Klawitter and Yacov Shamash are also warranted for serving as non-independent members of a key board committee.A vote FOR Subodh K. Kulkarni is warranted.
Key Tronic Corporation	28-Oct-21	Management	6	Yes	Elect Director Patrick Sweeney	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrick Sweeney, Craig Gates, James (Jim) Bean, Ronald (Ron) Klawitter and Yacov Shamash are warranted for lack of a majority independent board.WITHHOLD votes for Patrick Sweeney, James (Jim) Bean, Ronald (Ron) Klawitter and Yacov Shamash are also warranted for serving as non-independent members of a key board committee.A vote FOR Subodh K. Kulkarni is warranted.
Key Tronic Corporation	28-Oct-21	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Key Tronic Corporation	28-Oct-21	Management	8	Yes	Ratify BDO USA, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
Kimball Electronics, Inc.	09-Nov-21	Management	1	Yes	Elect Director Donald D. Charron	For	For	For	For	A vote FOR the director nominees is warranted.
Kimball Electronics, Inc.	09-Nov-21	Management	2	Yes	Elect Director Colleen C. Replier	For	For	For	For	A vote FOR the director nominees is warranted.
Kimball Electronics, Inc.	09-Nov-21	Management	3	Yes	Elect Director Gregory J. Lampert	For	For	For	For	A vote FOR the director nominees is warranted.
Kimball Electronics, Inc.	09-Nov-21	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Kimball Electronics, Inc.	09-Nov-21	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, support FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Kimball International, Inc.	26-Oct-21	Management	1	Yes	Elect Director Kristine L. Juster	For	For	For	For	WITHHOLD votes for Thomas (Tom) Tischhauser are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Kimball International, Inc.	26-Oct-21	Management	2	Yes	Elect Director Valerie R. Love	For	For	For	For	WITHHOLD votes for Thomas (Tom) Tischhauser are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Kimball International, Inc.	26-Oct-21	Management	3	Yes	Elect Director Thomas J. Tischhauser	For	For	Withhold	Withhold	WITHHOLD votes for Thomas (Tom) Tischhauser are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Kimball International, Inc.	26-Oct-21	Management	4	Yes	Amend Articles of Incorporation to Allow Shareholders to Unilaterally	For	For	For	For	A vote FOR this proposal is warranted. The proposal gives shareholders the ability to amend the bylaws, which would allow shareholders to have a more meaningful voice in the company's governance matters.
Kimball International, Inc.	26-Oct-21	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay-for-performance concerns are mitigated at this time. A majority of equity awards are performance based. In addition, no payouts were made under the annual incentive program and the CEO's prior cycle performance equity award was not earned, aligned with company performance.
Kimball International, Inc.	26-Oct-21	Management	6	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Kimball International, Inc.	26-Oct-21	Management	7	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
Kindred Biosciences, Inc.	25-Aug-21	Management	1	Yes	Approve Merger Agreement	For	For	For	For	A vote FOR this proposal is warranted given the reasonable sales process, sizable premium to the unaffected share price, and that the all-cash form of consideration provides liquidity and certainty of value.
Kindred Biosciences, Inc.	25-Aug-21	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR the proposal is warranted. Although unvested equity awards are subject to single-trigger vesting, cash severance is double trigger and reasonably based, and no excise tax gross-ups are expected to be paid.
Kindred Biosciences, Inc.	25-Aug-21	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this item is warranted given support for the underlying transaction.
Kingstone Companies, Inc.	10-Aug-21	Management	1	Yes	Elect Director Barry B. Goldstein	For	For	For	For	A vote FOR the director nominees is warranted.
Kingstone Companies, Inc.	10-Aug-21	Management	2	Yes	Elect Director Meryl S. Golden	For	For	For	For	A vote FOR the director nominees is warranted.
Kingstone Companies, Inc.	10-Aug-21	Management	3	Yes	Elect Director Floyd R. Tupper	For	For	For	For	A vote FOR the director nominees is warranted.
Kingstone Companies, Inc.	10-Aug-21	Management	4	Yes	Elect Director William L. Yankus	For	For	For	For	A vote FOR the director nominees is warranted.
Kingstone Companies, Inc.	10-Aug-21	Management	5	Yes	Elect Director Carla A. D'Andre	For	For	For	For	A vote FOR the director nominees is warranted.
Kingstone Companies, Inc.	10-Aug-21	Management	6	Yes	Elect Director Timothy P. McFadden	For	For	For	For	A vote FOR the director nominees is warranted.
Kingstone Companies, Inc.	10-Aug-21	Management	7	Yes	Ratify Marcum LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
Kingstone Companies, Inc.	10-Aug-21	Management	8	Yes	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that:* The purchase price is reasonable,* The shares reserved is relatively conservative; and* The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Kingstone Companies, Inc.	10-Aug-21	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company has legacy arrangements with CEO that contain excessive severance payout basis provision; did not condition vesting of long-term awards on achievement of performance goals for awards granted in the most recent fiscal year; and lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives.
Knoll, Inc.	13-Jul-21	Management	1	Yes	Approve Merger Agreement	For	For	For	For	Despite the lack of a formal sales process, the premium is meaningful, the strategic rationale appears sound, there is a potential downside risk of non-approval, and shareholders should benefit from the potential upside of the combined company as approximately 56 percent of the merger consideration is in MLHR shares. As such, support FOR the proposed transaction is warranted.
Knoll, Inc.	13-Jul-21	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. The NEOs' cash severance is double trigger and reasonably based, no excise tax gross-ups are payable. The NEOs' unvested equity awards will be converted into time-based RSUs of the acquirer, with double-trigger vesting provisions in place.
Knoll, Inc.	13-Jul-21	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this agenda item is warranted as the underlying transaction warrants support.
Korn Ferry	29-Sep-21	Management	1	Yes	Elect Director Doyle N. Beneby	For	For	For	For	A vote AGAINST Debra Perry and George Shaheen is warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is
Korn Ferry	29-Sep-21	Management	2	Yes	Elect Director Laura M. Bishop	For	For	For	For	A vote AGAINST Debra Perry and George Shaheen is warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is
Korn Ferry	29-Sep-21	Management	3	Yes	Elect Director Gary D. Burnison	For	For	For	For	A vote AGAINST Debra Perry and George Shaheen is warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is
Korn Ferry	29-Sep-21	Management	4	Yes	Elect Director Christina A. Gold	For	For	For	For	A vote AGAINST Debra Perry and George Shaheen is warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is
Korn Ferry	29-Sep-21	Management	5	Yes	Elect Director Jerry P. Leamon	For	For	For	For	A vote AGAINST Debra Perry and George Shaheen is warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is
Korn Ferry	29-Sep-21	Management	6	Yes	Elect Director Angel R. Martinez	For	For	For	For	A vote AGAINST Debra Perry and George Shaheen is warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is
Korn Ferry	29-Sep-21	Management	7	Yes	Elect Director Debra J. Perry	For	For	Against	Against	A vote AGAINST Debra Perry and George Shaheen is warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is
Korn Ferry	29-Sep-21	Management	8	Yes	Elect Director Lori J. Robinson	For	For	For	For	A vote AGAINST Debra Perry and George Shaheen is warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is
Korn Ferry	29-Sep-21	Management	9	Yes	Elect Director George T. Shaheen	For	For	Against	Against	A vote AGAINST Debra Perry and George Shaheen is warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is
Korn Ferry	29-Sep-21	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although the STI program was entirely based on financial goals, the CEO's maximum payout opportunity more than doubled year-over-year, resulting in a sizeable payout for FY21. Additional concern is raised regarding the one-time decision to grant FY21 equity awards entirely in time-vested restricted stock, which is viewed as a problematic response to COVID-19 related market disruption by many investors. The lack of performance criteria for the FY21 equity awards is further heightened due to the large year-over-
Korn Ferry	29-Sep-21	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because:" the non-auditing consulting fees represent more than 25 percent of total fees paid; and" the auditor's tenure at the company exceeds seven years.
Kraton Corporation	09-Dec-21	Management	1	Yes	Approve Merger Agreement	For	For	For	For	The sales process was thorough, shareholders are receiving a premium to the unaffected date price and a premium to KRA's one-year high before the unaffected date, the valuation appears fair, there is a potential downside risk of non-approval, and the cash consideration provides liquidity and certainty of value for shareholders. As such, support FOR the proposed transaction is
Kraton Corporation	09-Dec-21	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. While equity awards will be cashed out upon the closing, cash severance is double trigger and reasonably based, and no excise tax gross-ups are payable.
Kraton Corporation	09-Dec-21	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this agenda item is warranted as the underlying transaction warrants support.
La-Z-Boy Incorporated	19-Aug-21	Management	1	Yes	Elect Director Kurt L. Darrow	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kurt Darrow, Melinda Whittington, Janet Kerr, H. George Levy, W. Alan McCollough and Nido Qubein are warranted for lack of a majority independent board.WITHHOLD votes for Janet Kerr, H. George Levy, W. Alan McCollough and Nido Qubein are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
La-Z-Boy Incorporated	19-Aug-21	Management	2	Yes	Elect Director Sarah M. Gallagher	For	For	For	For	WITHHOLD votes for non-independent nominees Kurt Darrow, Melinda Whittington, Janet Kerr, H. George Levy, W. Alan McCollough and Nido Qubein are warranted for lack of a majority independent board.WITHHOLD votes for Janet Kerr, H. George Levy, W. Alan McCollough and Nido Qubein are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
La-Z-Boy Incorporated	19-Aug-21	Management	3	Yes	Elect Director James P. Hackett	For	For	For	For	WITHHOLD votes for non-independent nominees Kurt Darrow, Melinda Whittington, Janet Kerr, H. George Levy, W. Alan McCollough and Nido Qubein are warranted for lack of a majority independent board.WITHHOLD votes for Janet Kerr, H. George Levy, W. Alan McCollough and Nido Qubein are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
La-Z-Boy Incorporated	19-Aug-21	Management	4	Yes	Elect Director Janet E. Kerr	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kurt Darrow, Melinda Whittington, Janet Kerr, H. George Levy, W. Alan McCollough and Nido Qubein are warranted for lack of a majority independent board.WITHHOLD votes for Janet Kerr, H. George Levy, W. Alan McCollough and Nido Qubein are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
La-Z-Boy Incorporated	19-Aug-21	Management	5	Yes	Elect Director Michael T. Lawton	For	For	For	For	WITHHOLD votes for non-independent nominees Kurt Darrow, Melinda Whittington, Janet Kerr, H. George Levy, W. Alan McCollough and Nido Qubein are warranted for lack of a majority independent board.WITHHOLD votes for Janet Kerr, H. George Levy, W. Alan McCollough and Nido Qubein are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
La-Z-Boy Incorporated	19-Aug-21	Management	6	Yes	Elect Director H. George Levy	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kurt Darrow, Melinda Whittington, Janet Kerr, H. George Levy, W. Alan McCollough and Nido Qubein are warranted for lack of a majority independent board.WITHHOLD votes for Janet Kerr, H. George Levy, W. Alan McCollough and Nido Qubein are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.

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La-Z-Boy Incorporated	19-Aug-21	Management	7	Yes	Elect Director W. Alan McCollough	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kurt Darrow, Melinda Whittington, Janet Kerr, H. George Levy, W. Alan McCollough and Nido Qubein are warranted for lack of a majority independent board.WITHHOLD votes for Janet Kerr, H. George Levy, W. Alan McCollough and Nido Qubein are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
La-Z-Boy Incorporated	19-Aug-21	Management	8	Yes	Elect Director Rebecca L. O'Grady	For	For	For	For	WITHHOLD votes for non-independent nominees Kurt Darrow, Melinda Whittington, Janet Kerr, H. George Levy, W. Alan McCollough and Nido Qubein are warranted for lack of a majority independent board.WITHHOLD votes for Janet Kerr, H. George Levy, W. Alan McCollough and Nido Qubein are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
La-Z-Boy Incorporated	19-Aug-21	Management	9	Yes	Elect Director Lauren B. Peters	For	For	For	For	WITHHOLD votes for non-independent nominees Kurt Darrow, Melinda Whittington, Janet Kerr, H. George Levy, W. Alan McCollough and Nido Qubein are warranted for lack of a majority independent board.WITHHOLD votes for Janet Kerr, H. George Levy, W. Alan McCollough and Nido Qubein are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
La-Z-Boy Incorporated	19-Aug-21	Management	10	Yes	Elect Director Nido R. Qubein	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kurt Darrow, Melinda Whittington, Janet Kerr, H. George Levy, W. Alan McCollough and Nido Qubein are warranted for lack of a majority independent board.WITHHOLD votes for Janet Kerr, H. George Levy, W. Alan McCollough and Nido Qubein are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
La-Z-Boy Incorporated	19-Aug-21	Management	11	Yes	Elect Director Melinda D. Whittington	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kurt Darrow, Melinda Whittington, Janet Kerr, H. George Levy, W. Alan McCollough and Nido Qubein are warranted for lack of a majority independent board.WITHHOLD votes for Janet Kerr, H. George Levy, W. Alan McCollough and Nido Qubein are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
La-Z-Boy Incorporated	19-Aug-21	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
La-Z-Boy Incorporated	19-Aug-21	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Lakeland Bancorp, Inc.	03-Dec-21	Management	1	Yes	Issue Shares in Connection with Acquisition	For	For	For	For	Given the opportunity to expand the bank's served market into adjacent areas, as well as the expected EPS accretion post-merger, a vote FOR the transaction is warranted.
Lakeland Bancorp, Inc.	03-Dec-21	Management	2	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted as the underlying transaction merits support.
Lancaster Colony Corporation	10-Nov-21	Management	1	Yes	Elect Director Neeli Bendapudi	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Neeli Bendapudi are warranted for lack of a majority independent board.WITHHOLD votes for Neeli Bendapudi are also warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Lancaster Colony Corporation	10-Nov-21	Management	2	Yes	Elect Director William H. Carter	For	For	For	For	WITHHOLD votes for non-independent nominee Neeli Bendapudi are warranted for lack of a majority independent board.WITHHOLD votes for Neeli Bendapudi are also warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Lancaster Colony Corporation	10-Nov-21	Management	3	Yes	Elect Director Michael H. Keown	For	For	For	For	WITHHOLD votes for non-independent nominee Neeli Bendapudi are warranted for lack of a majority independent board.WITHHOLD votes for Neeli Bendapudi are also warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Lancaster Colony Corporation	10-Nov-21	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Lancaster Colony Corporation	10-Nov-21	Management	5	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
Landec Corporation	20-Oct-21	Management	1	Yes	Elect Director Albert D. Bolles	For	For	For	For	A vote FOR all director nominees is warranted.
Landec Corporation	20-Oct-21	Management	2	Yes	Elect Director Deborah Carosella	For	For	For	For	A vote FOR all director nominees is warranted.
Landec Corporation	20-Oct-21	Management	3	Yes	Elect Director Tonia Pankopf	For	For	For	For	A vote FOR all director nominees is warranted.
Landec Corporation	20-Oct-21	Management	4	Yes	Elect Director Craig A. Barbarosh	For	For	For	For	A vote FOR all director nominees is warranted.
Landec Corporation	20-Oct-21	Management	5	Yes	Elect Director Joshua E. Schechter	For	For	For	For	A vote FOR all director nominees is warranted.
Landec Corporation	20-Oct-21	Management	6	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
Landec Corporation	20-Oct-21	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
Lantronix, Inc.	09-Nov-21	Management	1	Yes	Elect Director Paul Pickle	For	For	For	For	Votes AGAINST Hoshi Printer are also warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Lantronix, Inc.	09-Nov-21	Management	2	Yes	Elect Director Margaret A. Evashenk	For	For	For	For	Votes AGAINST Hoshi Printer are also warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Lantronix, Inc.	09-Nov-21	Management	3	Yes	Elect Director Paul F. Folino	For	For	For	For	Votes AGAINST Hoshi Printer are also warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Lantronix, Inc.	09-Nov-21	Management	4	Yes	Elect Director Heidi Nguyen	For	For	For	For	Votes AGAINST Hoshi Printer are also warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Lantronix, Inc.	09-Nov-21	Management	5	Yes	Elect Director Hoshi Printer	For	For	Against	Against	Votes AGAINST Hoshi Printer are also warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Lantronix, Inc.	09-Nov-21	Management	6	Yes	Ratify Baker Tilly US, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because:" the non-auditing consulting fees represent more than 25 percent of total fees paid; and" the auditor's tenure at the company exceeds seven years.
Lantronix, Inc.	09-Nov-21	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
Liberty TripAdvisor Holdings, Inc.	28-Jul-21	Management	1	Yes	Elect Director Gregory B. Maffei	For	Withhold	Withhold	Withhold	WITHHOLD votes for director nominees Gregory (Greg) Maffei, Michael Malone, and Michael (Greg) O'Hara are warranted for the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.WITHHOLD votes for Michael (Greg) O'Hara are warranted for serving on more than two public boards while serving as a CEO of an outside company.
Liberty TripAdvisor Holdings, Inc.	28-Jul-21	Management	2	Yes	Elect Director Michael J. Malone	For	Withhold	Withhold	Withhold	WITHHOLD votes for director nominees Gregory (Greg) Maffei, Michael Malone, and Michael (Greg) O'Hara are warranted for the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.WITHHOLD votes for Michael (Greg) O'Hara are warranted for serving on more than two public boards while serving as a CEO of an outside company.

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Liberty TripAdvisor Holdings, Inc.	28-Jul-21	Management	3	Yes	Elect Director M. Gregory O'Hara	For	Withhold	Withhold	Withhold	WITHHOLD votes for director nominees Gregory (Greg) Maffei, Michael Malone, and Michael (Greg) O'Hara are warranted for the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.WITHHOLD votes for Michael (Greg) O'Hara are warranted for serving on more than two public boards while serving as a CEO of an outside company.
Liberty TripAdvisor Holdings, Inc.	28-Jul-21	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Liberty TripAdvisor Holdings, Inc.	28-Jul-21	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The lack of disclosure regarding the compensation arrangements between the company's executives and its external manager precludes a reasonable assessment of executive pay. Without this information, shareholders cannot make a fully informed decision on this say-on-pay proposal.
Liberty TripAdvisor Holdings, Inc.	28-Jul-21	Management	6	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
LifeVantage Corporation	11-Nov-21	Management	1	Yes	Elect Director Michael A. Beindorff	For	For	For	For	Votes AGAINST Garry Mauro are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
LifeVantage Corporation	11-Nov-21	Management	2	Yes	Elect Director Erin Brockovich	For	For	For	For	Votes AGAINST Garry Mauro are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
LifeVantage Corporation	11-Nov-21	Management	3	Yes	Elect Director Steven R. Fife	For	For	For	For	Votes AGAINST Garry Mauro are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
LifeVantage Corporation	11-Nov-21	Management	4	Yes	Elect Director Raymond B. Greer	For	For	For	For	Votes AGAINST Garry Mauro are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
LifeVantage Corporation	11-Nov-21	Management	5	Yes	Elect Director Darwin K. Lewis	For	For	For	For	Votes AGAINST Garry Mauro are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
LifeVantage Corporation	11-Nov-21	Management	6	Yes	Elect Director Garry Mauro	For	For	Against	Against	Votes AGAINST Garry Mauro are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
LifeVantage Corporation	11-Nov-21	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
LifeVantage Corporation	11-Nov-21	Management	8	Yes	Ratify WSRP, LLC as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit
Lions Gate Entertainment Corp.	14-Sep-21	Management	1	Yes	Elect Director Michael Burns	For	For	Withhold	Withhold	Votes AGAINST non-independent nominees Mark Rachesky, Jon Feltheimer, Michael Burns, Mignon Clyburn, Daryl Simm and Hardwick Simmons are warranted for lack of a majority independent board.WITHHOLD votes for Mark Rachesky, Mignon Clyburn, Daryl Simm and Hardwick Simmons are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for Michael (Mike) Fries are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
Lions Gate Entertainment Corp.	14-Sep-21	Management	2	Yes	Elect Director Mignon L. Clyburn	For	Withhold	Withhold	Withhold	Votes AGAINST non-independent nominees Mark Rachesky, Jon Feltheimer, Michael Burns, Mignon Clyburn, Daryl Simm and Hardwick Simmons are warranted for lack of a majority independent board.WITHHOLD votes for Mark Rachesky, Mignon Clyburn, Daryl Simm and Hardwick Simmons are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for Michael (Mike) Fries are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
Lions Gate Entertainment Corp.	14-Sep-21	Management	3	Yes	Elect Director Gordon Crawford	For	For	For	For	Votes AGAINST non-independent nominees Mark Rachesky, Jon Feltheimer, Michael Burns, Mignon Clyburn, Daryl Simm and Hardwick Simmons are warranted for lack of a majority independent board.WITHHOLD votes for Mark Rachesky, Mignon Clyburn, Daryl Simm and Hardwick Simmons are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for Michael (Mike) Fries are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
Lions Gate Entertainment Corp.	14-Sep-21	Management	4	Yes	Elect Director Jon Feltheimer	For	For	Withhold	Withhold	Votes AGAINST non-independent nominees Mark Rachesky, Jon Feltheimer, Michael Burns, Mignon Clyburn, Daryl Simm and Hardwick Simmons are warranted for lack of a majority independent board.WITHHOLD votes for Mark Rachesky, Mignon Clyburn, Daryl Simm and Hardwick Simmons are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for Michael (Mike) Fries are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
Lions Gate Entertainment Corp.	14-Sep-21	Management	5	Yes	Elect Director Emily Fine	For	For	For	For	Votes AGAINST non-independent nominees Mark Rachesky, Jon Feltheimer, Michael Burns, Mignon Clyburn, Daryl Simm and Hardwick Simmons are warranted for lack of a majority independent board.WITHHOLD votes for Mark Rachesky, Mignon Clyburn, Daryl Simm and Hardwick Simmons are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for Michael (Mike) Fries are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
Lions Gate Entertainment Corp.	14-Sep-21	Management	6	Yes	Elect Director Michael T. Fries	For	Withhold	Withhold	Withhold	Votes AGAINST non-independent nominees Mark Rachesky, Jon Feltheimer, Michael Burns, Mignon Clyburn, Daryl Simm and Hardwick Simmons are warranted for lack of a majority independent board.WITHHOLD votes for Mark Rachesky, Mignon Clyburn, Daryl Simm and Hardwick Simmons are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for Michael (Mike) Fries are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
Lions Gate Entertainment Corp.	14-Sep-21	Management	7	Yes	Elect Director Susan McCaw	For	For	For	For	Votes AGAINST non-independent nominees Mark Rachesky, Jon Feltheimer, Michael Burns, Mignon Clyburn, Daryl Simm and Hardwick Simmons are warranted for lack of a majority independent board.WITHHOLD votes for Mark Rachesky, Mignon Clyburn, Daryl Simm and Hardwick Simmons are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for Michael (Mike) Fries are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
Lions Gate Entertainment Corp.	14-Sep-21	Management	8	Yes	Elect Director Yvette Ostolaza	For	For	For	For	Votes AGAINST non-independent nominees Mark Rachesky, Jon Feltheimer, Michael Burns, Mignon Clyburn, Daryl Simm and Hardwick Simmons are warranted for lack of a majority independent board.WITHHOLD votes for Mark Rachesky, Mignon Clyburn, Daryl Simm and Hardwick Simmons are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for Michael (Mike) Fries are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.

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DIMENSIONAL FUND ADVISORS PROXY VOTES - JULY TO DECEMBER 31, 2021 Compared to ISS and Public Fund Policy Recommendations										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Lions Gate Entertainment Corp.	14-Sep-21	Management	9	Yes	Elect Director Mark H. Rachesky	For	For	Withhold	Withhold	Votes AGAINST non-independent nominees Mark Rachesky, Jon Feltheimer, Michael Burns, Mignon Clyburn, Daryl Simm and Hardwick Simmons are warranted for lack of a majority independent board.WITHHOLD votes for Mark Rachesky, Mignon Clyburn, Daryl Simm and Hardwick Simmons are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for Michael (Mike) Fries are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
Lions Gate Entertainment Corp.	14-Sep-21	Management	10	Yes	Elect Director Daryl Simm	For	For	Withhold	Withhold	Votes AGAINST non-independent nominees Mark Rachesky, Jon Feltheimer, Michael Burns, Mignon Clyburn, Daryl Simm and Hardwick Simmons are warranted for lack of a majority independent board.WITHHOLD votes for Mark Rachesky, Mignon Clyburn, Daryl Simm and Hardwick Simmons are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for Michael (Mike) Fries are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
Lions Gate Entertainment Corp.	14-Sep-21	Management	11	Yes	Elect Director Hardwick Simmons	For	For	Withhold	Withhold	Votes AGAINST non-independent nominees Mark Rachesky, Jon Feltheimer, Michael Burns, Mignon Clyburn, Daryl Simm and Hardwick Simmons are warranted for lack of a majority independent board.WITHHOLD votes for Mark Rachesky, Mignon Clyburn, Daryl Simm and Hardwick Simmons are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for Michael (Mike) Fries are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
Lions Gate Entertainment Corp.	14-Sep-21	Management	12	Yes	Approve Ernst & Young LLP as Auditors and Authorize Board to Fix	For	For	Withhold	Withhold	WITHHOLD votes are warranted for this proposal as the auditor's tenure at the company exceeds seven years.
Lions Gate Entertainment Corp.	14-Sep-21	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
Lions Gate Entertainment Corp.	14-Sep-21	Management	14	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because:* The company's potential Voting Power Dilution (VPD) for all incentive plans of 21.08 percent is excessive.* The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
LiveRamp Holdings, Inc.	10-Aug-21	Management	1	Yes	Elect Director John L. Battelle	For	For	For	For	A vote FOR the director nominees is warranted.
LiveRamp Holdings, Inc.	10-Aug-21	Management	2	Yes	Elect Director Debora B. Tomlin	For	For	For	For	A vote FOR the director nominees is warranted.
LiveRamp Holdings, Inc.	10-Aug-21	Management	3	Yes	Elect Director Omar Tawakol	For	For	For	For	A vote FOR the director nominees is warranted.
LiveRamp Holdings, Inc.	10-Aug-21	Management	4	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that:* The purchase price is reasonable;* The number of shares reserved is reasonable; and* The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
LiveRamp Holdings, Inc.	10-Aug-21	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
LiveRamp Holdings, Inc.	10-Aug-21	Management	6	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
LSB Industries, Inc.	22-Sep-21	Management	1	Yes	Approve the Preferred Stock Exchange	For	For	For	For	A vote FOR this proposal is warranted. Although the preferred share conversions into common stock would have a dilutive impact on existing shareholders, the apparent benefits of this proposal outweigh such concerns. Specifically, the conversion price of the preferred stock was set at a premium, approval of this proposal could improve the company's ability to raise future capital, unaffiliated shareholders will receive a special dividend as part of the proposed share conversions, and the market reaction has been positive indicating shareholders may view the proposed conversions favorably.
LSB Industries, Inc.	22-Sep-21	Management	2	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR the proposal is warranted given that the size of the proposed increase is reasonable and there are no substantial concerns about the company's past use of shares.
LSB Industries, Inc.	22-Sep-21	Management	3	Yes	Approve Dividend Rights Amendment to the Certificate of Designation	For	For	For	For	A vote FOR this proposal is warranted. Since the exchange agreement states that the proposed dividend would reduce the consideration otherwise payable to LSB Funding, the proposed elimination of the dividend associated with the share conversion will have a neutral impact on unaffiliated shareholders.
LSB Industries, Inc.	22-Sep-21	Management	4	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted as support for Items 1 and 3 is warranted.
LSI Industries Inc.	02-Nov-21	Management	1	Yes	Elect Director Robert P. Beech	For	For	For	For	WITHHOLD votes for Wilfred (Bill) O'Gara are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
LSI Industries Inc.	02-Nov-21	Management	2	Yes	Elect Director Ronald D. Brown	For	For	For	For	WITHHOLD votes for Wilfred (Bill) O'Gara are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
LSI Industries Inc.	02-Nov-21	Management	3	Yes	Elect Director James A. Clark	For	For	For	For	WITHHOLD votes for Wilfred (Bill) O'Gara are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
LSI Industries Inc.	02-Nov-21	Management	4	Yes	Elect Director Amy L. Hanson	For	For	For	For	WITHHOLD votes for Wilfred (Bill) O'Gara are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
LSI Industries Inc.	02-Nov-21	Management	5	Yes	Elect Director Chantel E. Lenard	For	For	For	For	WITHHOLD votes for Wilfred (Bill) O'Gara are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
LSI Industries Inc.	02-Nov-21	Management	6	Yes	Elect Director Wilfred T. O'Gara	For	For	Withhold	Withhold	WITHHOLD votes for Wilfred (Bill) O'Gara are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
LSI Industries Inc.	02-Nov-21	Management	7	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
LSI Industries Inc.	02-Nov-21	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
LSI Industries Inc.	02-Nov-21	Management	9	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted given that the size of the proposed increase in the number of authorized shares of common stock is reasonable and there are no substantial concerns about the company's past use of shares.
LSI Industries Inc.	02-Nov-21	Management	10	Yes	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that:The purchase price is reasonable;The shares reserved is relatively conservative; andThe offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Lumentum Holdings Inc.	19-Nov-21	Management	1	Yes	Elect Director Penelope A. Herscher	For	For	For	For	A vote FOR all director nominees is warranted.
Lumentum Holdings Inc.	19-Nov-21	Management	2	Yes	Elect Director Harold L. Covert	For	For	For	For	A vote FOR all director nominees is warranted.
Lumentum Holdings Inc.	19-Nov-21	Management	3	Yes	Elect Director Isaac H. Harris	For	For	For	For	A vote FOR all director nominees is warranted.
Lumentum Holdings Inc.	19-Nov-21	Management	4	Yes	Elect Director Julia S. Johnson	For	For	For	For	A vote FOR all director nominees is warranted.
Lumentum Holdings Inc.	19-Nov-21	Management	5	Yes	Elect Director Brian J. Lillie	For	For	For	For	A vote FOR all director nominees is warranted.
Lumentum Holdings Inc.	19-Nov-21	Management	6	Yes	Elect Director Alan S. Lowe	For	For	For	For	A vote FOR all director nominees is warranted.
Lumentum Holdings Inc.	19-Nov-21	Management	7	Yes	Elect Director Ian S. Small	For	For	For	For	A vote FOR all director nominees is warranted.
Lumentum Holdings Inc.	19-Nov-21	Management	8	Yes	Elect Director Janet S. Wong	For	For	For	For	A vote FOR all director nominees is warranted.
Lumentum Holdings Inc.	19-Nov-21	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.

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DIMENSIONAL FUND ADVISORS PROXY VOTES - JULY TO DECEMBER 31, 2021 Compared to ISS and Public Fund Policy Recommendations										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Lumentum Holdings Inc.	19-Nov-21	Management	10	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Lumentum Holdings Inc.	19-Nov-21	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Lydall, Inc.	14-Sep-21	Management	1	Yes	Approve Merger Agreement	For	For	For	For	A vote FOR this proposal is warranted given the thorough sale process and that the all-cash consideration represents a 74.6 percent premium to the unaffected share price. In addition, given the outperformance to date of LDL shares relative to peers, there is material downside risk of non-approval.
Lydall, Inc.	14-Sep-21	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Although NEOs' equity will be accelerated upon consummation of the merger, cash severance is double trigger and reasonably based, and no excise tax gross-ups are payable.
Lydall, Inc.	14-Sep-21	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted given that the underlying transaction warrants shareholder support.
Mackinac Financial Corporation	15-Jul-21	Management	1	Yes	Approve Merger Agreement	For	For	For	For	In light of the sound strategic rationale, the premium to the unaffected price, the balanced form of consideration, and the apparent downside risk in the event of non-approval, given the significant outperformance of MFNC shares since announcement, a vote FOR this proposal is warranted.
Mackinac Financial Corporation	15-Jul-21	Management	2	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted, as the underlying business combination warrants shareholder support.
Macquarie Infrastructure Corporation	21-Sep-21	Management	1	Yes	Approve Acquisition of Common Shares of the Company by KKR Ap	For	For	For	For	Given the thorough process, the premia to pre-process share price and trading multiples, and the safeguards to compensate shareholders in the event of a delayed closing, support FOR the proposed transactions is warranted.
Macquarie Infrastructure Corporation	21-Sep-21	Management	2	Yes	Approve Merger Agreement	For	For	For	For	Given the thorough process, the premia to pre-process share price and trading multiples, and the safeguards to compensate shareholders in the event of a delayed closing, support FOR the proposed transactions is warranted.
Macquarie Infrastructure Corporation	21-Sep-21	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted, as support for the underlying transactions is warranted.
Madison Square Garden Entertainment Corp.	08-Jul-21	Management	1	Yes	Issue Shares in Connection with Merger	For	For	For	For	A vote FOR this proposal is warranted in light of the strategic rationale and valuation.
Madison Square Garden Entertainment Corp.	08-Jul-21	Management	2	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted as the underlying transaction also merits support.
Madison Square Garden Entertainment Corp.	10-Dec-21	Management	1	Yes	Elect Director Martin Bandier	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Martin Bandier, Joseph Lhota, Frederic Salerno, and John Sykes given the board's failure to remove, or subject to a sunset requirement, the dual-class capital structure which adversely impacts shareholder rights.In the absence of a say-on-pay proposal, WITHHOLD votes are further warranted for compensation committee members Martin Bandier, Frederic Salerno, and John Sykes, due to an unmitigated pay-for-performance misalignment.A vote FOR Joel Litvin is warranted.
Madison Square Garden Entertainment Corp.	10-Dec-21	Management	2	Yes	Elect Director Joseph J. Lhota	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Martin Bandier, Joseph Lhota, Frederic Salerno, and John Sykes given the board's failure to remove, or subject to a sunset requirement, the dual-class capital structure which adversely impacts shareholder rights.In the absence of a say-on-pay proposal, WITHHOLD votes are further warranted for compensation committee members Martin Bandier, Frederic Salerno, and John Sykes, due to an unmitigated pay-for-performance misalignment.A vote FOR Joel Litvin is warranted.
Madison Square Garden Entertainment Corp.	10-Dec-21	Management	3	Yes	Elect Director Joel M. Litvin	For	For	For	For	WITHHOLD votes are warranted for director nominees Martin Bandier, Joseph Lhota, Frederic Salerno, and John Sykes given the board's failure to remove, or subject to a sunset requirement, the dual-class capital structure which adversely impacts shareholder rights.In the absence of a say-on-pay proposal, WITHHOLD votes are further warranted for compensation committee members Martin Bandier, Frederic Salerno, and John Sykes, due to an unmitigated pay-for-performance misalignment.A vote FOR Joel Litvin is warranted.
Madison Square Garden Entertainment Corp.	10-Dec-21	Management	4	Yes	Elect Director Frederic V. Salerno	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Martin Bandier, Joseph Lhota, Frederic Salerno, and John Sykes given the board's failure to remove, or subject to a sunset requirement, the dual-class capital structure which adversely impacts shareholder rights.In the absence of a say-on-pay proposal, WITHHOLD votes are further warranted for compensation committee members Martin Bandier, Frederic Salerno, and John Sykes, due to an unmitigated pay-for-performance misalignment.A vote FOR Joel Litvin is warranted.
Madison Square Garden Entertainment Corp.	10-Dec-21	Management	5	Yes	Elect Director John L. Sykes	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Martin Bandier, Joseph Lhota, Frederic Salerno, and John Sykes given the board's failure to remove, or subject to a sunset requirement, the dual-class capital structure which adversely impacts shareholder rights.In the absence of a say-on-pay proposal, WITHHOLD votes are further warranted for compensation committee members Martin Bandier, Frederic Salerno, and John Sykes, due to an unmitigated pay-for-performance misalignment.A vote FOR Joel Litvin is warranted.
Madison Square Garden Entertainment Corp.	10-Dec-21	Management	6	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Malibu Boats, Inc.	03-Nov-21	Management	1	Yes	Elect Director James R. Buch	For	For	For	For	A vote FOR all director nominees is warranted.
Malibu Boats, Inc.	03-Nov-21	Management	2	Yes	Elect Director Joan M. Lewis	For	For	For	For	A vote FOR all director nominees is warranted.
Malibu Boats, Inc.	03-Nov-21	Management	3	Yes	Elect Director Peter E. Murphy	For	For	For	For	A vote FOR all director nominees is warranted.
Malibu Boats, Inc.	03-Nov-21	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Malibu Boats, Inc.	03-Nov-21	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Marchex, Inc.	01-Oct-21	Management	1	Yes	Elect Director Dennis Cline	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Russell Horowitz, Dennis Cline and M. Wayne Wiseshart are warranted for lack of a majority independent board.WITHHOLD votes for Dennis Cline and M. Wayne Wiseshart are also warranted for serving as non-independent members of all key board committees.WITHHOLD votes for incumbent compensation committee members Donald Cogsville, Dennis Cline, and M. Wayne Wiseshart are warranted as the company maintains legacy agreements that contain a single-trigger change in control provision. Further, equity awards to the CEO lack any performance-contingent pay elements and the company lacks risk-mitigating provisions in its compensation program.

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Dimensional Fund Advisors Proxy Votes - July to December 31, 2021 Compared to ISS and Public Fund Policy Recommendations										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Marchex, Inc.	01-Oct-21	Management	2	Yes	Elect Director Donald Cogsville	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Russell Horowitz, Dennis Cline and M. Wayne Wisehart are warranted for lack of a majority independent board.WITHHOLD votes for Dennis Cline and M. Wayne Wisehart are also warranted for serving as non-independent members of all key board committees.WITTHOLD votes for incumbent compensation committee members Donald Cogsville, Dennis Cline, and M. Wayne Wisehart are warranted as the company maintains legacy agreements that contain a single-trigger change in control provision. Further, equity awards to the CEO lack any performance-contingent pay elements and the company lacks risk-mitigating provisions in its compensation program.
Marchex, Inc.	01-Oct-21	Management	3	Yes	Elect Director Russell C. Horowitz	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Russell Horowitz, Dennis Cline and M. Wayne Wisehart are warranted for lack of a majority independent board.WITHHOLD votes for Dennis Cline and M. Wayne Wisehart are also warranted for serving as non-independent members of all key board committees.WITTHOLD votes for incumbent compensation committee members Donald Cogsville, Dennis Cline, and M. Wayne Wisehart are warranted as the company maintains legacy agreements that contain a single-trigger change in control provision. Further, equity awards to the CEO lack any performance-contingent pay elements and the company lacks risk-mitigating provisions in its compensation program.
Marchex, Inc.	01-Oct-21	Management	4	Yes	Elect Director M. Wayne Wisehart	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Russell Horowitz, Dennis Cline and M. Wayne Wisehart are warranted for lack of a majority independent board.WITHHOLD votes for Dennis Cline and M. Wayne Wisehart are also warranted for serving as non-independent members of all key board committees.WITTHOLD votes for incumbent compensation committee members Donald Cogsville, Dennis Cline, and M. Wayne Wisehart are warranted as the company maintains legacy agreements that contain a single-trigger change in control provision. Further, equity awards to the CEO lack any performance-contingent pay elements and the company lacks risk-mitigating provisions in its compensation program.
Marchex, Inc.	01-Oct-21	Management	5	Yes	Ratify Moss Adams LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit
Marchex, Inc.	01-Oct-21	Management	6	Yes	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: " The company's potential Voting Power Dilution (VPD) for all incentive plans of 52.34 percent is excessive;" The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards;" The plan allows for company loans to officers for the exercise of awards; and* The plan has an automatic share replenishment feature.
Marlin Business Services Corp.	04-Aug-21	Management	1	Yes	Approve Merger Agreement	For	For	For	For	A vote FOR this proposal is warranted given the thorough strategic review process, the implied premium to the unaffected share price, the downside risk of non-approval, and the all-cash form of consideration, which provides liquidity and certainty of value.
Marlin Business Services Corp.	04-Aug-21	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Although equity awards are subject to single trigger vesting, cash severance is double trigger and reasonably based, and no excise tax gross ups are
Marlin Business Services Corp.	04-Aug-21	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted given that the underlying transaction warrants shareholder support
Mastercraft Boat Holdings, Inc.	19-Oct-21	Management	1	Yes	Elect Director W. Patrick Battle	For	For	For	For	Votes AGAINST Jennifer Deason are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is
Mastercraft Boat Holdings, Inc.	19-Oct-21	Management	2	Yes	Elect Director Frederick A. Brightbill	For	For	For	For	Votes AGAINST Jennifer Deason are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is
Mastercraft Boat Holdings, Inc.	19-Oct-21	Management	3	Yes	Elect Director Donald C. Campion	For	For	For	For	Votes AGAINST Jennifer Deason are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is
Mastercraft Boat Holdings, Inc.	19-Oct-21	Management	4	Yes	Elect Director Tzau-Jin (TJ) Chung	For	For	For	For	Votes AGAINST Jennifer Deason are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is
Mastercraft Boat Holdings, Inc.	19-Oct-21	Management	5	Yes	Elect Director Jennifer Deason	For	Against	Against	Against	Votes AGAINST Jennifer Deason are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is
Mastercraft Boat Holdings, Inc.	19-Oct-21	Management	6	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Mastercraft Boat Holdings, Inc.	19-Oct-21	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Mastercraft Boat Holdings, Inc.	19-Oct-21	Management	8	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Matrix Service Company	02-Nov-21	Management	1	Yes	Elect Director Martha Z. Carnes	For	For	For	For	A vote FOR all director nominees is warranted.
Matrix Service Company	02-Nov-21	Management	2	Yes	Elect Director John D. Chandler	For	For	For	For	A vote FOR all director nominees is warranted.
Matrix Service Company	02-Nov-21	Management	3	Yes	Elect Director Carlin G. Conner	For	For	For	For	A vote FOR all director nominees is warranted.
Matrix Service Company	02-Nov-21	Management	4	Yes	Elect Director John R. Hewitt	For	For	For	For	A vote FOR all director nominees is warranted.
Matrix Service Company	02-Nov-21	Management	5	Yes	Elect Director Liane K. Hinrichs	For	For	For	For	A vote FOR all director nominees is warranted.
Matrix Service Company	02-Nov-21	Management	6	Yes	Elect Director James H. Miller	For	For	For	For	A vote FOR all director nominees is warranted.
Matrix Service Company	02-Nov-21	Management	7	Yes	Elect Director Jim W. Mogg	For	For	For	For	A vote FOR all director nominees is warranted.
Matrix Service Company	02-Nov-21	Management	8	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
Matrix Service Company	02-Nov-21	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While certain equity awards only require the achievement of target median performance to be deemed earned, the company's pay program includes positive features that mitigate the pay-for-performance misalignment. Short-term incentives are entirely based on objective performance metrics, no bonuses were paid under the financial goals when targets were not met, and negative discretion was applied for the safety goals due to company performance. In addition, equity awards are majority performance-based and no awards were earned for prior awards in line with company performance.
MEI Pharma, Inc.	16-Dec-21	Management	1	Yes	Elect Director Charles V. Baltic, III	For	For	For	For	A vote FOR all director nominees is warranted.
MEI Pharma, Inc.	16-Dec-21	Management	2	Yes	Elect Director Nicholas R. Glover	For	For	For	For	A vote FOR all director nominees is warranted.
MEI Pharma, Inc.	16-Dec-21	Management	3	Yes	Elect Director Frederick W. Driscoll	For	For	For	For	A vote FOR all director nominees is warranted.
MEI Pharma, Inc.	16-Dec-21	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
MEI Pharma, Inc.	16-Dec-21	Management	5	Yes	Ratify BDO USA, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
Mercury Systems, Inc.	27-Oct-21	Management	1	Yes	Elect Director Orlando P. Carvalho	For	For	For	For	A vote FOR all director nominees is warranted.
Mercury Systems, Inc.	27-Oct-21	Management	2	Yes	Elect Director Barry R. Nearhos	For	For	For	For	A vote FOR all director nominees is warranted.
Mercury Systems, Inc.	27-Oct-21	Management	3	Yes	Elect Director Debora A. Plunkett	For	For	For	For	A vote FOR all director nominees is warranted.
Mercury Systems, Inc.	27-Oct-21	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Mercury Systems, Inc.	27-Oct-21	Management	5	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
Meredith Corporation	30-Nov-21	Management	1	Yes	Approve Merger Agreement	For	For	For	For	A vote FOR this proposal is warranted. The board ran what appears to have been a thorough sale process, which ultimately culminated in a second-stage bidding war that resulted in a sweetened offer for the LMG business. The rationale for the sale also appears logical, and there is a downside risk of non-approval. Moreover, the combined value of the offers for the LMG and NMG businesses will provide shareholders with an opportunity to exit a controlled company with a dual-class structure at nearly double the unaffected price.
Meredith Corporation	30-Nov-21	Management	2	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While the merger will constitute a change-in-control only for NEO McCreery, he is eligible to receive cash severance upon a voluntary resignation following the first anniversary of the merger. Additionally, his cash severance appears to include long-term cash awards and additional years of age and service for his pension benefit, exceeding the reasonable basis. Further, equity awards are subject to single trigger vesting.
Meredith Corporation	30-Nov-21	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted, as support for the underlying transaction is warranted.
Meridian Bancorp, Inc.	05-Aug-21	Management	1	Yes	Approve Merger Agreement	For	For	For	For	A vote FOR this proposal is warranted in light of the premium, the strategic rationale, and anticipated cost savings and other synergies.
Meridian Bancorp, Inc.	05-Aug-21	Management	2	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While the CEO's cash severance is double trigger, his severance basis includes total compensation, resulting in an excessive potential payment. Additionally, despite employment continuation, one NEO will receive cash severance, and equity awards are subject to single trigger vesting.
Meridian Bancorp, Inc.	05-Aug-21	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted given that the underlying transaction warrants shareholder support.
Mesa Laboratories, Inc.	27-Aug-21	Management	1	Yes	Elect Director Jennifer S. Alltoft	For	For	For	For	WITHHOLD votes for Evan Guillemin are also warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Mesa Laboratories, Inc.	27-Aug-21	Management	2	Yes	Elect Director Evan C. Guillemin	For	For	Withhold	Withhold	WITHHOLD votes for Evan Guillemin are also warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Mesa Laboratories, Inc.	27-Aug-21	Management	3	Yes	Elect Director Shannon M. Hall	For	For	For	For	WITHHOLD votes for Evan Guillemin are also warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Mesa Laboratories, Inc.	27-Aug-21	Management	4	Yes	Elect Director David M. Kelly	For	For	For	For	WITHHOLD votes for Evan Guillemin are also warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Mesa Laboratories, Inc.	27-Aug-21	Management	5	Yes	Elect Director Gary M. Owens	For	For	For	For	WITHHOLD votes for Evan Guillemin are also warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Mesa Laboratories, Inc.	27-Aug-21	Management	6	Yes	Elect Director John B. Schmieder	For	For	For	For	WITHHOLD votes for Evan Guillemin are also warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Mesa Laboratories, Inc.	27-Aug-21	Management	7	Yes	Elect Director John J. Sullivan	For	For	For	For	WITHHOLD votes for Evan Guillemin are also warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Mesa Laboratories, Inc.	27-Aug-21	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Mesa Laboratories, Inc.	27-Aug-21	Management	9	Yes	Ratify Plante & Moran, PLLC as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
Mesa Laboratories, Inc.	27-Aug-21	Management	10	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: " The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards." The plan allows for single-trigger vesting of awards in the event of a change-in-control.
Meta Materials, Inc.	03-Dec-21	Management	1	Yes	Elect Director Ram Ramkumar	For	For	For	For	WITHHOLD votes for Eric Leslie are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Meta Materials, Inc.	03-Dec-21	Management	2	Yes	Elect Director George Palikaras	For	For	For	For	WITHHOLD votes for Eric Leslie are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Meta Materials, Inc.	03-Dec-21	Management	3	Yes	Elect Director Maurice Guitton	For	For	For	For	WITHHOLD votes for Eric Leslie are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Meta Materials, Inc.	03-Dec-21	Management	4	Yes	Elect Director Allison Christilaw	For	For	For	For	WITHHOLD votes for Eric Leslie are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Meta Materials, Inc.	03-Dec-21	Management	5	Yes	Elect Director Steen Karsbo	For	For	For	For	WITHHOLD votes for Eric Leslie are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Meta Materials, Inc.	03-Dec-21	Management	6	Yes	Elect Director Eric M. Leslie	For	Withhold	Withhold	Withhold	WITHHOLD votes for Eric Leslie are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Meta Materials, Inc.	03-Dec-21	Management	7	Yes	Elect Director Ken Hannah	For	For	For	For	WITHHOLD votes for Eric Leslie are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Meta Materials, Inc.	03-Dec-21	Management	8	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit
Meta Materials, Inc.	03-Dec-21	Management	9	Yes	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: " The company's potential Voting Power Dilution (VPD) for all incentive plans of 18.11 percent is excessive;" The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards;" The plan permits repricing and exchange of grants without prior shareholder approval;" The plan permits cash buyout of awards without prior shareholder approval; and" The plan allows for company loans to officers for the exercise of awards.
Methode Electronics, Inc.	15-Sep-21	Management	1	Yes	Elect Director Walter J. Aspatore	For	For	Against	Against	Votes AGAINST Walter Aspatore, Darren Dawson and Lawrence Skatoff are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Methode Electronics, Inc.	15-Sep-21	Management	2	Yes	Elect Director David P. Blom	For	For	For	For	Votes AGAINST Walter Aspatore, Darren Dawson and Lawrence Skatoff are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Methode Electronics, Inc.	15-Sep-21	Management	3	Yes	Elect Director Therese M. Bobek	For	For	For	For	Votes AGAINST Walter Aspatore, Darren Dawson and Lawrence Skatoff are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Methode Electronics, Inc.	15-Sep-21	Management	4	Yes	Elect Director Brian J. Cadwallader	For	For	For	For	Votes AGAINST Walter Aspatore, Darren Dawson and Lawrence Skatoff are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Methode Electronics, Inc.	15-Sep-21	Management	5	Yes	Elect Director Bruce K. Crowther	For	For	For	For	Votes AGAINST Walter Aspatore, Darren Dawson and Lawrence Skatoff are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Methode Electronics, Inc.	15-Sep-21	Management	6	Yes	Elect Director Darren M. Dawson	For	For	Against	Against	Votes AGAINST Walter Aspatore, Darren Dawson and Lawrence Skatoff are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.

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Methode Electronics, Inc.	15-Sep-21	Management	7	Yes	Elect Director Donald W. Duda	For	For	For	For	Votes AGAINST Walter Aspatore, Darren Dawson and Lawrence Skatoff are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Methode Electronics, Inc.	15-Sep-21	Management	8	Yes	Elect Director Janie Goddard	For	For	For	For	Votes AGAINST Walter Aspatore, Darren Dawson and Lawrence Skatoff are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Methode Electronics, Inc.	15-Sep-21	Management	9	Yes	Elect Director Mary A. Lindsey	For	For	For	For	Votes AGAINST Walter Aspatore, Darren Dawson and Lawrence Skatoff are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Methode Electronics, Inc.	15-Sep-21	Management	10	Yes	Elect Director Angelo V. Pantaleo	For	For	For	For	Votes AGAINST Walter Aspatore, Darren Dawson and Lawrence Skatoff are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Methode Electronics, Inc.	15-Sep-21	Management	11	Yes	Elect Director Mark D. Schwabero	For	For	For	For	Votes AGAINST Walter Aspatore, Darren Dawson and Lawrence Skatoff are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Methode Electronics, Inc.	15-Sep-21	Management	12	Yes	Elect Director Lawrence B. Skatoff	For	For	Against	Against	Votes AGAINST Walter Aspatore, Darren Dawson and Lawrence Skatoff are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Methode Electronics, Inc.	15-Sep-21	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
Methode Electronics, Inc.	15-Sep-21	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. NEOs received large, front-loaded awards in FY21, and while the awards are intended to cover five years of equity grants, the annualized value of the CEO's award is outsized. A significant portion of the front-loaded awards is tied to continued service only, and there is no firm commitment not to grant additional equity awards during the five-year vesting period. In addition, NEOs were granted special cash awards which are earned based on merely "satisfactory job performance". Lastly, although a rationale is provided, annual incentive awards paid out at maximum against a bookings target that was set well below the prior year's performance, with no corresponding reduction to target payout opportunities. These factors heighten pay-for-performance concerns for the year in review.
Mid Penn Bancorp, Inc.	18-Nov-21	Management	1	Yes	Issue Shares in Connection with Merger	For	For	For	For	A vote FOR this proposal is warranted given the compelling strategic rationale and the expected financial benefits, including cost savings and earnings accretion.
Mid Penn Bancorp, Inc.	18-Nov-21	Management	2	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted as the underlying transaction merits support.
Mimecast Limited	06-Oct-21	Management	1	Yes	Elect Director Peter Bauer	For	For	For	For	Votes FOR all nominees are warranted.
Mimecast Limited	06-Oct-21	Management	2	Yes	Elect Director Hagl Schwartz	For	For	For	For	Votes FOR all nominees are warranted.
Mimecast Limited	06-Oct-21	Management	3	Yes	Elect Director Helene Auriol Potier	For	For	For	For	Votes FOR all nominees are warranted.
Mimecast Limited	06-Oct-21	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Mimecast Limited	06-Oct-21	Management	5	Yes	Authorize Board to Fix Remuneration of Auditors	For	For	For	For	A vote FOR this resolution is warranted because this is a routine item and no corporate governance concerns have been identified.
Mimecast Limited	06-Oct-21	Management	6	Yes	Accept Financial Statements and Statutory Reports	For	For	For	For	A vote FOR this proposal is warranted.
Mimecast Limited	06-Oct-21	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, support FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
MIND Technology, Inc.	15-Jul-21	Management	1	Yes	Elect Director Peter H. Blum	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Peter Blum, Robert Capps and Robert Albers are warranted for lack of a majority independent board.WITHHOLD votes for Peter Blum and Robert Albers are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
MIND Technology, Inc.	15-Jul-21	Management	2	Yes	Elect Director Robert P. Capps	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Peter Blum, Robert Capps and Robert Albers are warranted for lack of a majority independent board.WITHHOLD votes for Peter Blum and Robert Albers are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
MIND Technology, Inc.	15-Jul-21	Management	3	Yes	Elect Director William H. Hilarides	For	For	For	For	WITHHOLD votes for non-independent nominees Peter Blum, Robert Capps and Robert Albers are warranted for lack of a majority independent board.WITHHOLD votes for Peter Blum and Robert Albers are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
MIND Technology, Inc.	15-Jul-21	Management	4	Yes	Elect Director Robert J. Albers	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Peter Blum, Robert Capps and Robert Albers are warranted for lack of a majority independent board.WITHHOLD votes for Peter Blum and Robert Albers are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
MIND Technology, Inc.	15-Jul-21	Management	5	Yes	Elect Director Thomas S. Glanville	For	For	For	For	WITHHOLD votes for non-independent nominees Peter Blum, Robert Capps and Robert Albers are warranted for lack of a majority independent board.WITHHOLD votes for Peter Blum and Robert Albers are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
MIND Technology, Inc.	15-Jul-21	Management	6	Yes	Elect Director Marcus Rowland	For	For	For	For	WITHHOLD votes for non-independent nominees Peter Blum, Robert Capps and Robert Albers are warranted for lack of a majority independent board.WITHHOLD votes for Peter Blum and Robert Albers are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
MIND Technology, Inc.	15-Jul-21	Management	7	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: " The company's potential Voting Power Dilution (VPD) for all incentive plans of 23.96 percent is excessive;" The plan administrator may provide loans to exercise awards; and* The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
MIND Technology, Inc.	15-Jul-21	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the company's executive pay program does not raise significant concerns at this time.
MIND Technology, Inc.	15-Jul-21	Management	9	Yes	Ratify Moss Adams LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit
Modine Manufacturing Company	22-Jul-21	Management	1	Yes	Elect Director Suresh V. Garimella	For	For	For	For	Votes AGAINST non-independent nominee Christopher Patterson are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee.Votes FOR the remaining nominees are warranted.
Modine Manufacturing Company	22-Jul-21	Management	2	Yes	Elect Director Christopher W. Patterson	For	For	Against	Against	Votes AGAINST non-independent nominee Christopher Patterson are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee.Votes FOR the remaining nominees are warranted.

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Modine Manufacturing Company	22-Jul-21	Management	3	Yes	Elect Director Christine Y. Yan	For	For	For	For	Votes AGAINST non-independent nominee Christopher Patterson are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee.Votes FOR the remaining nominees are warranted.
Modine Manufacturing Company	22-Jul-21	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain a modified single trigger change in control provision.
Modine Manufacturing Company	22-Jul-21	Management	5	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
Monro, Inc.	17-Aug-21	Management	1	Yes	Elect Director Frederick M. Danziger	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Mellor, Michael Broderick, Frederick Danziger and Peter Solomon are warranted for lack of a majority independent board.WITHHOLD votes for Robert Mellor and Frederick Danziger are also warranted for serving as non-independent members of a key board committee.A vote FOR Stephen C. McCluski is warranted.
Monro, Inc.	17-Aug-21	Management	2	Yes	Elect Director Stephen C. McCluski	For	For	For	For	WITHHOLD votes for non-independent nominees Robert Mellor, Michael Broderick, Frederick Danziger and Peter Solomon are warranted for lack of a majority independent board.WITHHOLD votes for Robert Mellor and Frederick Danziger are also warranted for serving as non-independent members of a key board committee.A vote FOR Stephen C. McCluski is warranted.
Monro, Inc.	17-Aug-21	Management	3	Yes	Elect Director Robert E. Mellor	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Mellor, Michael Broderick, Frederick Danziger and Peter Solomon are warranted for lack of a majority independent board.WITHHOLD votes for Robert Mellor and Frederick Danziger are also warranted for serving as non-independent members of a key board committee.A vote FOR Stephen C. McCluski is warranted.
Monro, Inc.	17-Aug-21	Management	4	Yes	Elect Director Peter J. Solomon	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Mellor, Michael Broderick, Frederick Danziger and Peter Solomon are warranted for lack of a majority independent board.WITHHOLD votes for Robert Mellor and Frederick Danziger are also warranted for serving as non-independent members of a key board committee.A vote FOR Stephen C. McCluski is warranted.
Monro, Inc.	17-Aug-21	Management	5	Yes	Elect Director Michael T. Broderick	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Mellor, Michael Broderick, Frederick Danziger and Peter Solomon are warranted for lack of a majority independent board.WITHHOLD votes for Robert Mellor and Frederick Danziger are also warranted for serving as non-independent members of a key board committee.A vote FOR Stephen C. McCluski is warranted.
Monro, Inc.	17-Aug-21	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Monro, Inc.	17-Aug-21	Management	7	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
Monro, Inc.	17-Aug-21	Shareholder	8	Yes	Approve Recapitalization Plan for all Stock to Have One-vote per Share	None	For	For	For	A vote FOR this proposal is warranted, as it would provide all shareholders with equal voting rights on all matters.
Motorcar Parts of America, Inc.	13-Sep-21	Management	1	Yes	Elect Director Selwyn Joffe	For	For	Against	Against	Votes AGAINST non-independent nominees Selwyn Joffe, Scott Adelson, Rudolph Borneo, Philip Gay, Duane Miller and Jeffrey Mirvis are warranted for lack of a majority independent board.Votes AGAINST Rudolph Borneo, Philip Gay and Jeffrey Mirvis are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Motorcar Parts of America, Inc.	13-Sep-21	Management	2	Yes	Elect Director Scott J. Adelson	For	For	Against	Against	Votes AGAINST non-independent nominees Selwyn Joffe, Scott Adelson, Rudolph Borneo, Philip Gay, Duane Miller and Jeffrey Mirvis are warranted for lack of a majority independent board.Votes AGAINST Rudolph Borneo, Philip Gay and Jeffrey Mirvis are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Motorcar Parts of America, Inc.	13-Sep-21	Management	3	Yes	Elect Director David Bryan	For	For	For	For	Votes AGAINST non-independent nominees Selwyn Joffe, Scott Adelson, Rudolph Borneo, Philip Gay, Duane Miller and Jeffrey Mirvis are warranted for lack of a majority independent board.Votes AGAINST Rudolph Borneo, Philip Gay and Jeffrey Mirvis are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Motorcar Parts of America, Inc.	13-Sep-21	Management	4	Yes	Elect Director Rudolph J. Borneo	For	For	Against	Against	Votes AGAINST non-independent nominees Selwyn Joffe, Scott Adelson, Rudolph Borneo, Philip Gay, Duane Miller and Jeffrey Mirvis are warranted for lack of a majority independent board.Votes AGAINST Rudolph Borneo, Philip Gay and Jeffrey Mirvis are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Motorcar Parts of America, Inc.	13-Sep-21	Management	5	Yes	Elect Director Joseph Ferguson	For	For	For	For	Votes AGAINST non-independent nominees Selwyn Joffe, Scott Adelson, Rudolph Borneo, Philip Gay, Duane Miller and Jeffrey Mirvis are warranted for lack of a majority independent board.Votes AGAINST Rudolph Borneo, Philip Gay and Jeffrey Mirvis are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Motorcar Parts of America, Inc.	13-Sep-21	Management	6	Yes	Elect Director Philip Gay	For	For	Against	Against	Votes AGAINST non-independent nominees Selwyn Joffe, Scott Adelson, Rudolph Borneo, Philip Gay, Duane Miller and Jeffrey Mirvis are warranted for lack of a majority independent board.Votes AGAINST Rudolph Borneo, Philip Gay and Jeffrey Mirvis are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Motorcar Parts of America, Inc.	13-Sep-21	Management	7	Yes	Elect Director Duane Miller	For	For	Against	Against	Votes AGAINST non-independent nominees Selwyn Joffe, Scott Adelson, Rudolph Borneo, Philip Gay, Duane Miller and Jeffrey Mirvis are warranted for lack of a majority independent board.Votes AGAINST Rudolph Borneo, Philip Gay and Jeffrey Mirvis are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Motorcar Parts of America, Inc.	13-Sep-21	Management	8	Yes	Elect Director Jeffrey Mirvis	For	For	Against	Against	Votes AGAINST non-independent nominees Selwyn Joffe, Scott Adelson, Rudolph Borneo, Philip Gay, Duane Miller and Jeffrey Mirvis are warranted for lack of a majority independent board.Votes AGAINST Rudolph Borneo, Philip Gay and Jeffrey Mirvis are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Motorcar Parts of America, Inc.	13-Sep-21	Management	9	Yes	Elect Director Jamy P. Rankin	For	For	For	For	Votes AGAINST non-independent nominees Selwyn Joffe, Scott Adelson, Rudolph Borneo, Philip Gay, Duane Miller and Jeffrey Mirvis are warranted for lack of a majority independent board.Votes AGAINST Rudolph Borneo, Philip Gay and Jeffrey Mirvis are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.

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Motorcar Parts of America, Inc.	13-Sep-21	Management	10	Yes	Elect Director Barbara L. Whittaker	For	For	For	For	Votes AGAINST non-independent nominees Selwyn Joffe, Scott Adelson, Rudolph Borneo, Philip Gay, Duane Miller and Jeffrey Mirvis are warranted for lack of a majority independent board.Votes AGAINST Rudolph Borneo, Philip Gay and Jeffrey Mirvis are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Motorcar Parts of America, Inc.	13-Sep-21	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
Motorcar Parts of America, Inc.	13-Sep-21	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The compensation committee responded to the prior year's low say-on-pay vote result by engaging with shareholders, introducing performance-based shares to the FY22 long-term incentive plan, and adding additional shareholder-value financial metrics to the annual incentive plan.
MSG Networks Inc.	08-Jul-21	Management	1	Yes	Approve Merger Agreement	For	Against	Against	Against	While shareholder approval appears certain, a vote AGAINST the transaction is warranted due to process and valuation concerns.
MSG Networks Inc.	08-Jul-21	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. While the merger will not constitute a change-in-control for purposes of NEOs' arrangements, cash severance requires a qualifying termination and is reasonably based, and no excise tax gross-ups are payable. Additionally, equity awards will be converted into MSGE time-based awards, with the same vesting terms and conditions, and performance awards will be converted to time-based awards at target.
MSG Networks Inc.	08-Jul-21	Management	3	Yes	Adjourn Meeting	For	Against	Against	Against	As the underlying transaction does not warrant support, the proposal to adjourn the meeting does not merit shareholder support; as such a vote AGAINST this item is warranted.
Napco Security Technologies, Inc.	06-Dec-21	Management	1	Yes	Elect Director Paul Stephen Beeber	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Paul Beeber and Donna Soloway are warranted for lack of a majority independent board.WITHHOLD votes for Paul Beeber are also warranted for serving as a non-independent member of a key board committee.WITHHOLD votes for Compensation Committee members Paul Beeber and Rick Lazio are warranted due to the company's problematic pay practices, including the large automobile-related perquisite provided to the CEO, automatic equity vesting acceleration upon a change in control event, problematic change in control severance provisions in an existing agreement, a lack of preset performance criteria for executive awards, and an absence of risk mitigating features.
Napco Security Technologies, Inc.	06-Dec-21	Management	2	Yes	Elect Director Rick Lazio	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Paul Beeber and Donna Soloway are warranted for lack of a majority independent board.WITHHOLD votes for Paul Beeber are also warranted for serving as a non-independent member of a key board committee.WITHHOLD votes for Compensation Committee members Paul Beeber and Rick Lazio are warranted due to the company's problematic pay practices, including the large automobile-related perquisite provided to the CEO, automatic equity vesting acceleration upon a change in control event, problematic change in control severance provisions in an existing agreement, a lack of preset performance criteria for executive awards, and an absence of risk mitigating features.
Napco Security Technologies, Inc.	06-Dec-21	Management	3	Yes	Elect Director Donna A. Soloway	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Paul Beeber and Donna Soloway are warranted for lack of a majority independent board.WITHHOLD votes for Paul Beeber are also warranted for serving as a non-independent member of a key board committee.WITHHOLD votes for Compensation Committee members Paul Beeber and Rick Lazio are warranted due to the company's problematic pay practices, including the large automobile-related perquisite provided to the CEO, automatic equity vesting acceleration upon a change in control event, problematic change in control severance provisions in an existing agreement, a lack of preset performance criteria for executive awards, and an absence of risk mitigating features.
Napco Security Technologies, Inc.	06-Dec-21	Management	4	Yes	Increase Authorized Common Stock	For	For	Against	Against	A vote AGAINST this proposal is warranted given that the proposed increase in the number of authorized shares of common stock is excessive.
Napco Security Technologies, Inc.	06-Dec-21	Management	5	Yes	Ratify Baker Tilly Virchow Krause, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
Nathan's Famous, Inc.	02-Sep-21	Management	1	Yes	Elect Director Robert J. Eide	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Howard Lorber, Eric Gatoff, Attilio (A.F.) Petrocelli, Robert (Bob) Eide, Brian Genson, Barry Leistner, Wayne Norbitz and Charles Raich are warranted for lack of a majority independent board.WITHHOLD votes for Attilio (A.F.) Petrocelli, Robert (Bob) Eide, Brian Genson, Barry Leistner and Charles Raich are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for nominating committee chair Attilio (A.F.) Petrocelli are further warranted for failing to establish gender diversity on the board.WITHHOLD votes for Compensation Committee members Robert Eide, Brian Genson, and Barry Leistner are further warranted as the company has legacy arrangements that provide for modified single-trigger severance and excise tax gross-ups upon a change in control. In addition, the company does not disclose a sufficient compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for executives.A vote FOR Andrew M. Levine
Nathan's Famous, Inc.	02-Sep-21	Management	2	Yes	Elect Director Eric Gatoff	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Howard Lorber, Eric Gatoff, Attilio (A.F.) Petrocelli, Robert (Bob) Eide, Brian Genson, Barry Leistner, Wayne Norbitz and Charles Raich are warranted for lack of a majority independent board.WITHHOLD votes for Attilio (A.F.) Petrocelli, Robert (Bob) Eide, Brian Genson, Barry Leistner and Charles Raich are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for nominating committee chair Attilio (A.F.) Petrocelli are further warranted for failing to establish gender diversity on the board.WITHHOLD votes for Compensation Committee members Robert Eide, Brian Genson, and Barry Leistner are further warranted as the company has legacy arrangements that provide for modified single-trigger severance and excise tax gross-ups upon a change in control. In addition, the company does not disclose a sufficient compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for executives.A vote FOR Andrew M. Levine
Nathan's Famous, Inc.	02-Sep-21	Management	3	Yes	Elect Director Brian S. Genson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Howard Lorber, Eric Gatoff, Attilio (A.F.) Petrocelli, Robert (Bob) Eide, Brian Genson, Barry Leistner, Wayne Norbitz and Charles Raich are warranted for lack of a majority independent board.WITHHOLD votes for Attilio (A.F.) Petrocelli, Robert (Bob) Eide, Brian Genson, Barry Leistner and Charles Raich are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for nominating committee chair Attilio (A.F.) Petrocelli are further warranted for failing to establish gender diversity on the board.WITHHOLD votes for Compensation Committee members Robert Eide, Brian Genson, and Barry Leistner are further warranted as the company has legacy arrangements that provide for modified single-trigger severance and excise tax gross-ups upon a change in control. In addition, the company does not disclose a sufficient compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for executives.A vote FOR Andrew M. Levine

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Dimensional Fund Advisors Proxy Votes - July to December 31, 2021 Compared to ISS and Public Fund Policy Recommendations										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Nathan's Famous, Inc.	02-Sep-21	Management	4	Yes	Elect Director Barry Leistner	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Howard Lorber, Eric Gatoff, Attilio (A.F.) Petrocelli, Robert (Bob) Eide, Brian Genson, Barry Leistner, Wayne Norbitz and Charles Raich are warranted for lack of a majority independent board.WITHHOLD votes for Attilio (A.F.) Petrocelli, Robert (Bob) Eide, Brian Genson, Barry Leistner and Charles Raich are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for nominating committee chair Attilio (A.F.) Petrocelli are further warranted for failing to establish gender diversity on the board.WITHHOLD votes for Compensation Committee members Robert Eide, Brian Genson, and Barry Leistner are further warranted as the company has legacy arrangements that provide for modified single-trigger severance and excise tax gross-ups upon a change in control. In addition, the company does not disclose a sufficient compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for executives.A vote FOR Andrew M. Levine
Nathan's Famous, Inc.	02-Sep-21	Management	5	Yes	Elect Director Andrew M. Levine	For	For	For	For	WITHHOLD votes for non-independent nominees Howard Lorber, Eric Gatoff, Attilio (A.F.) Petrocelli, Robert (Bob) Eide, Brian Genson, Barry Leistner, Wayne Norbitz and Charles Raich are warranted for lack of a majority independent board.WITHHOLD votes for Attilio (A.F.) Petrocelli, Robert (Bob) Eide, Brian Genson, Barry Leistner and Charles Raich are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for nominating committee chair Attilio (A.F.) Petrocelli are further warranted for failing to establish gender diversity on the board.WITHHOLD votes for Compensation Committee members Robert Eide, Brian Genson, and Barry Leistner are further warranted as the company has legacy arrangements that provide for modified single-trigger severance and excise tax gross-ups upon a change in control. In addition, the company does not disclose a sufficient compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for executives.A vote FOR Andrew M. Levine
Nathan's Famous, Inc.	02-Sep-21	Management	6	Yes	Elect Director Howard M. Lorber	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Howard Lorber, Eric Gatoff, Attilio (A.F.) Petrocelli, Robert (Bob) Eide, Brian Genson, Barry Leistner, Wayne Norbitz and Charles Raich are warranted for lack of a majority independent board.WITHHOLD votes for Attilio (A.F.) Petrocelli, Robert (Bob) Eide, Brian Genson, Barry Leistner and Charles Raich are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for nominating committee chair Attilio (A.F.) Petrocelli are further warranted for failing to establish gender diversity on the board.WITHHOLD votes for Compensation Committee members Robert Eide, Brian Genson, and Barry Leistner are further warranted as the company has legacy arrangements that provide for modified single-trigger severance and excise tax gross-ups upon a change in control. In addition, the company does not disclose a sufficient compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for executives.A vote FOR Andrew M. Levine
Nathan's Famous, Inc.	02-Sep-21	Management	7	Yes	Elect Director Wayne Norbitz	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Howard Lorber, Eric Gatoff, Attilio (A.F.) Petrocelli, Robert (Bob) Eide, Brian Genson, Barry Leistner, Wayne Norbitz and Charles Raich are warranted for lack of a majority independent board.WITHHOLD votes for Attilio (A.F.) Petrocelli, Robert (Bob) Eide, Brian Genson, Barry Leistner and Charles Raich are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for nominating committee chair Attilio (A.F.) Petrocelli are further warranted for failing to establish gender diversity on the board.WITHHOLD votes for Compensation Committee members Robert Eide, Brian Genson, and Barry Leistner are further warranted as the company has legacy arrangements that provide for modified single-trigger severance and excise tax gross-ups upon a change in control. In addition, the company does not disclose a sufficient compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for executives.A vote FOR Andrew M. Levine
Nathan's Famous, Inc.	02-Sep-21	Management	8	Yes	Elect Director A. F. Petrocelli	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Howard Lorber, Eric Gatoff, Attilio (A.F.) Petrocelli, Robert (Bob) Eide, Brian Genson, Barry Leistner, Wayne Norbitz and Charles Raich are warranted for lack of a majority independent board.WITHHOLD votes for Attilio (A.F.) Petrocelli, Robert (Bob) Eide, Brian Genson, Barry Leistner and Charles Raich are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for nominating committee chair Attilio (A.F.) Petrocelli are further warranted for failing to establish gender diversity on the board.WITHHOLD votes for Compensation Committee members Robert Eide, Brian Genson, and Barry Leistner are further warranted as the company has legacy arrangements that provide for modified single-trigger severance and excise tax gross-ups upon a change in control. In addition, the company does not disclose a sufficient compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for executives.A vote FOR Andrew M. Levine
Nathan's Famous, Inc.	02-Sep-21	Management	9	Yes	Elect Director Charles Raich	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Howard Lorber, Eric Gatoff, Attilio (A.F.) Petrocelli, Robert (Bob) Eide, Brian Genson, Barry Leistner, Wayne Norbitz and Charles Raich are warranted for lack of a majority independent board.WITHHOLD votes for Attilio (A.F.) Petrocelli, Robert (Bob) Eide, Brian Genson, Barry Leistner and Charles Raich are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for nominating committee chair Attilio (A.F.) Petrocelli are further warranted for failing to establish gender diversity on the board.WITHHOLD votes for Compensation Committee members Robert Eide, Brian Genson, and Barry Leistner are further warranted as the company has legacy arrangements that provide for modified single-trigger severance and excise tax gross-ups upon a change in control. In addition, the company does not disclose a sufficient compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for executives.A vote FOR Andrew M. Levine
Nathan's Famous, Inc.	02-Sep-21	Management	10	Yes	Ratify Marcum LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
National Beverage Corp.	01-Oct-21	Management	1	Yes	Elect Director Joseph G. Caporella	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joseph Caporella and Samuel Hathorn Jr. are warranted for lack of a majority independent board.WITHHOLD votes for Samuel Hathorn Jr. are also warranted for serving as a non-independent member of a key board committee.WITHHOLD votes for Nominating Committee member Samuel Hathorn Jr. are also warranted for failing to establish gender diversity on the board.WITHHOLD votes for incumbent Audit Committee member Samuel Hathorn Jr. are further warranted for neglecting to include auditor ratification on the proxy
National Beverage Corp.	01-Oct-21	Management	2	Yes	Elect Director Samuel C. Hathorn, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joseph Caporella and Samuel Hathorn Jr. are warranted for lack of a majority independent board.WITHHOLD votes for Samuel Hathorn Jr. are also warranted for serving as a non-independent member of a key board committee.WITHHOLD votes for Nominating Committee member Samuel Hathorn Jr. are also warranted for failing to establish gender diversity on the board.WITHHOLD votes for incumbent Audit Committee member Samuel Hathorn Jr. are further warranted for neglecting to include auditor ratification on the proxy

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DIMENSIONAL FUND ADVISORS PROXY VOTES - JULY TO DECEMBER 31, 2021 Compared to ISS and Public Fund Policy Recommendations										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Natural Alternatives International, Inc.	03-Dec-21	Management	1	Yes	Elect Director Mark A. LeDoux	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Mark LeDoux are warranted for lack of a majority independent board.A vote FOR Guru Ramanathan is warranted.
Natural Alternatives International, Inc.	03-Dec-21	Management	2	Yes	Elect Director Guru Ramanathan	For	For	For	For	WITHHOLD votes for non-independent nominee Mark LeDoux are warranted for lack of a majority independent board.A vote FOR Guru Ramanathan is warranted.
Natural Alternatives International, Inc.	03-Dec-21	Management	3	Yes	Ratify Haskell & White LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit
Neogen Corporation	07-Oct-21	Management	1	Yes	Elect Director James C. (Jim) Borel	For	For	For	For	A vote FOR the director nominees is warranted.
Neogen Corporation	07-Oct-21	Management	2	Yes	Elect Director Ronald D. Green	For	For	For	For	A vote FOR the director nominees is warranted.
Neogen Corporation	07-Oct-21	Management	3	Yes	Elect Director Darci L. Vetter	For	For	For	For	A vote FOR the director nominees is warranted.
Neogen Corporation	07-Oct-21	Management	4	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted given that the proposed increase in the number of authorized common stock is reasonable and there are no substantial concerns about the company's past use of shares.
Neogen Corporation	07-Oct-21	Management	5	Yes	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that:* The purchase price is reasonable;* There is a cap placed on employee contributions;* The number of shares reserved is reasonable; and* The offering period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Neogen Corporation	07-Oct-21	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Neogen Corporation	07-Oct-21	Management	7	Yes	Ratify BDO USA, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
NetScout Systems, Inc.	09-Sep-21	Management	1	Yes	Elect Director Alfred Grasso	For	For	For	For	A vote FOR the director nominees is warranted.
NetScout Systems, Inc.	09-Sep-21	Management	2	Yes	Elect Director Michael Szabados	For	For	For	For	A vote FOR the director nominees is warranted.
NetScout Systems, Inc.	09-Sep-21	Management	3	Yes	Elect Director Vivian Vitale	For	For	For	For	A vote FOR the director nominees is warranted.
NetScout Systems, Inc.	09-Sep-21	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
NetScout Systems, Inc.	09-Sep-21	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains legacy agreements that contain a modified single trigger change in control provision. In addition, the company provided a sizable amount of financial planning perquisite to the CEO and did not disclose the long-term performance metrics used for the RSUs granted to the NEOs.
New Relic, Inc.	18-Aug-21	Management	1	Yes	Elect Director Hope Cochran	For	For	For	For	WITHHOLD votes Governance Committee member Adam Messinger are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights.A vote FOR the remaining director nominees is warranted.
New Relic, Inc.	18-Aug-21	Management	2	Yes	Elect Director Anne DeSanto	For	For	For	For	WITHHOLD votes Governance Committee member Adam Messinger are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights.A vote FOR the remaining director nominees is warranted.
New Relic, Inc.	18-Aug-21	Management	3	Yes	Elect Director Adam Messinger	For	Withhold	Withhold	Withhold	WITHHOLD votes Governance Committee member Adam Messinger are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights.A vote FOR the remaining director nominees is warranted.
New Relic, Inc.	18-Aug-21	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
New Relic, Inc.	18-Aug-21	Management	5	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
New Relic, Inc.	18-Aug-21	Management	6	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
New York Community Bancorp, Inc.	04-Aug-21	Management	1	Yes	Issue Shares in Connection with Merger	For	For	For	For	The strategic rationale appears logical, the combined company is expected to benefit from cost savings, the transaction may lead to earnings and tangible book value accretion, and there is a potential downside risk of non-approval. As such, support FOR the proposed transaction is
New York Community Bancorp, Inc.	04-Aug-21	Management	2	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this agenda item is warranted as the underlying transaction warrants support.
Newmark Group, Inc.	17-Dec-21	Management	1	Yes	Elect Director Howard W. Lutnick	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for all incumbent directors given that the board failed to remove or subject to a sunset provision the dual class capital structure that adversely impacts shareholder rights.WITHHOLD votes for non-independent director nominee Howard Lutnick are also warranted due to the company's lack of a formal nominating committee and given that he is considered overboarded for: (i) serving on more than two public boards while serving as CEO of an outside company, and (ii) serving as a director on more than four public company boards.
Newmark Group, Inc.	17-Dec-21	Management	2	Yes	Elect Director Michael Snow	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for all incumbent directors given that the board failed to remove or subject to a sunset provision the dual class capital structure that adversely impacts shareholder rights.WITHHOLD votes for non-independent director nominee Howard Lutnick are also warranted due to the company's lack of a formal nominating committee and given that he is considered overboarded for: (i) serving on more than two public boards while serving as CEO of an outside company, and (ii) serving as a director on more than four public company boards.
Newmark Group, Inc.	17-Dec-21	Management	3	Yes	Elect Director Virginia S. Bauer	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for all incumbent directors given that the board failed to remove or subject to a sunset provision the dual class capital structure that adversely impacts shareholder rights.WITHHOLD votes for non-independent director nominee Howard Lutnick are also warranted due to the company's lack of a formal nominating committee and given that he is considered overboarded for: (i) serving on more than two public boards while serving as CEO of an outside company, and (ii) serving as a director on more than four public company boards.
Newmark Group, Inc.	17-Dec-21	Management	4	Yes	Elect Director Kenneth A. McIntyre	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for all incumbent directors given that the board failed to remove or subject to a sunset provision the dual class capital structure that adversely impacts shareholder rights.WITHHOLD votes for non-independent director nominee Howard Lutnick are also warranted due to the company's lack of a formal nominating committee and given that he is considered overboarded for: (i) serving on more than two public boards while serving as CEO of an outside company, and (ii) serving as a director on more than four public company boards.
Newmark Group, Inc.	17-Dec-21	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.

B.1.a

DIMENSIONAL FUND ADVISORS PROXY VOTES - JULY TO DECEMBER 31, 2021 Compared to ISS and Public Fund Policy Recommendations										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Newmark Group, Inc.	17-Dec-21	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The annual incentive award is outsized and the incentive program incorporates significant committee discretion in determining payouts. The goals considered are only vaguely disclosed and the proxy does not provide specific targets nor disclose achieved results. Further, the program measures only annual performance and the company lacks a long-term incentive plan. Lastly, concerns are raised with respect to the CEO's excessive automobile perquisite, the change-in-control agreements which contain single-trigger cash severance and excise tax gross up provisions, the automatic accelerated vesting of outstanding equity awards upon a change in control event, and the lack of risk-mitigating features in the firm's
NextGen Healthcare, Inc.	13-Oct-21	Management	2	Yes	Change State of Incorporation from California to Delaware	For	For	For	For	On balance, the reincorporation would be favorable in terms of its impact on shareholder rights. Specifically, the establishment of proxy access will provide adequate avenues for shareholders to propose governance changes and the agenda for the current meeting provides shareholders the opportunity to exclude specific governance proposals from NextGen's organizational documents. Therefore, a vote FOR this proposal is warranted.
NextGen Healthcare, Inc.	13-Oct-21	Management	3	Yes	Restrict Right to Call Special Meeting	For	Against	Against	Against	If this proposal is approved, shareholders may face marginally greater difficulty removing directors or initiating shareholder resolutions without waiting for the next scheduled meeting. Shareholders could also find it more difficult to respond to a beneficial offer if the bidder cannot call a special meeting. This proposal merits a vote AGAINST.
NextGen Healthcare, Inc.	13-Oct-21	Management	4	Yes	Authorize Board to Fill Vacancies	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that the amendment expressly prohibits shareholders from filling vacancies.
NextGen Healthcare, Inc.	13-Oct-21	Management	5	Yes	Eliminate Cumulative Voting	For	For	For	For	A vote FOR this proposal is warranted as there are other voting items on ballot, including a majority vote standard with a plurality carveout for contested director elections and proxy access, that would sufficiently offset the lack of cumulative voting.
NextGen Healthcare, Inc.	13-Oct-21	Management	6	Yes	Grant Board of Directors Sole Authority to Determine Size of the Board	For	Against	Against	Against	A vote AGAINST this proposal is warranted as it would diminish shareholder rights.
NextGen Healthcare, Inc.	13-Oct-21	Management	7	Yes	Adopt the Jurisdiction of Incorporation as the Exclusive Forum for Certain Disputes	For	For	Against	Against	A vote AGAINST this proposal is warranted as exclusive forum provisions have the potential to deprive shareholders of the flexibility to choose the forum in which to file claims and as such cannot be supported under Public Fund Advisory Services policy.
NextGen Healthcare, Inc.	13-Oct-21	Management	8	Yes	Amend Certificate of Incorporation to Add Federal Forum Selection Provision	For	For	Against	Against	A vote AGAINST this proposal is warranted as it adversely impacts shareholder rights by restricting shareholders' ability to select any proper judicial forum of their choosing.
NextGen Healthcare, Inc.	13-Oct-21	Management	9	Yes	Provide Proxy Access Right	For	For	For	For	A vote FOR this proposal is warranted, as the adoption of a right of proxy access will facilitate the nomination of director candidates by long-term shareholders and help promote board accountability to shareholders, while the proposal includes safeguards against abuse of the director nomination process.
NextGen Healthcare, Inc.	13-Oct-21	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although pay and performance were reasonably aligned in FY21, significant concerns are raised regarding the recent separation arrangement with CEO Frantz, under which he confirmed his resignation from all positions with the company. Per this agreement, he received a cash payment as well as accelerated vesting of certain equity awards. The payment of severance and acceleration of equity awards upon a resignation are considered a problematic pay practice.
NextGen Healthcare, Inc.	13-Oct-21	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
NextGen Healthcare, Inc.	13-Oct-21	Management	12	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
NextGen Healthcare, Inc.	13-Oct-21	Management	14	Yes	Elect Director Craig A. Barbarosh	For	For	For	For	Although the company's TSR and operational performance during the tenure of the current chair have been sub-optimal, this appears partially attributable to industry headwinds and past strategic decisions, some of which were supported by the dissident. The recent leadership changes appear sufficient, such that shareholders are recommended to vote FOR all directors on the management card.
NextGen Healthcare, Inc.	13-Oct-21	Management	15	Yes	Elect Director George H. Bristol	For	For	For	For	Although the company's TSR and operational performance during the tenure of the current chair have been sub-optimal, this appears partially attributable to industry headwinds and past strategic decisions, some of which were supported by the dissident. The recent leadership changes appear sufficient, such that shareholders are recommended to vote FOR all directors on the management card.
NextGen Healthcare, Inc.	13-Oct-21	Management	16	Yes	Elect Director Julie D. Klapstein	For	For	For	For	Although the company's TSR and operational performance during the tenure of the current chair have been sub-optimal, this appears partially attributable to industry headwinds and past strategic decisions, some of which were supported by the dissident. The recent leadership changes appear sufficient, such that shareholders are recommended to vote FOR all directors on the management card.
NextGen Healthcare, Inc.	13-Oct-21	Management	17	Yes	Elect Director Jeffrey H. Margolis	For	For	For	For	Although the company's TSR and operational performance during the tenure of the current chair have been sub-optimal, this appears partially attributable to industry headwinds and past strategic decisions, some of which were supported by the dissident. The recent leadership changes appear sufficient, such that shareholders are recommended to vote FOR all directors on the management card.
NextGen Healthcare, Inc.	13-Oct-21	Management	18	Yes	Elect Director Geraldine McGinty	For	For	For	For	Although the company's TSR and operational performance during the tenure of the current chair have been sub-optimal, this appears partially attributable to industry headwinds and past strategic decisions, some of which were supported by the dissident. The recent leadership changes appear sufficient, such that shareholders are recommended to vote FOR all directors on the management card.
NextGen Healthcare, Inc.	13-Oct-21	Management	19	Yes	Elect Director Morris Panner	For	For	For	For	Although the company's TSR and operational performance during the tenure of the current chair have been sub-optimal, this appears partially attributable to industry headwinds and past strategic decisions, some of which were supported by the dissident. The recent leadership changes appear sufficient, such that shareholders are recommended to vote FOR all directors on the management card.
NextGen Healthcare, Inc.	13-Oct-21	Management	20	Yes	Elect Director Pamela S. Puryear	For	For	For	For	Although the company's TSR and operational performance during the tenure of the current chair have been sub-optimal, this appears partially attributable to industry headwinds and past strategic decisions, some of which were supported by the dissident. The recent leadership changes appear sufficient, such that shareholders are recommended to vote FOR all directors on the management card.
NextGen Healthcare, Inc.	13-Oct-21	Management	21	Yes	Elect Director Darrell Dent	For	For	For	For	Although the company's TSR and operational performance during the tenure of the current chair have been sub-optimal, this appears partially attributable to industry headwinds and past strategic decisions, some of which were supported by the dissident. The recent leadership changes appear sufficient, such that shareholders are recommended to vote FOR all directors on the management card.
NextGen Healthcare, Inc.	13-Oct-21	Management	22	Yes	Elect Director David Sides	For	For	For	For	Although the company's TSR and operational performance during the tenure of the current chair have been sub-optimal, this appears partially attributable to industry headwinds and past strategic decisions, some of which were supported by the dissident. The recent leadership changes appear sufficient, such that shareholders are recommended to vote FOR all directors on the management card.
NextGen Healthcare, Inc.	13-Oct-21	Management	24	Yes	Elect Director Craig A. Barbarosh	For	For	For	For	Vote FOR all directors on the management card.
NextGen Healthcare, Inc.	13-Oct-21	Management	25	Yes	Elect Director George H. Bristol	For	For	For	For	Vote FOR all directors on the management card.
NextGen Healthcare, Inc.	13-Oct-21	Management	26	Yes	Elect Director Julie D. Klapstein	For	For	For	For	Vote FOR all directors on the management card.

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DIMENSIONAL FUND ADVISORS PROXY VOTES - JULY TO DECEMBER 31, 2021 Compared to ISS and Public Fund Policy Recommendations										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
NextGen Healthcare, Inc.	13-Oct-21	Management	27	Yes	Elect Director Jeffrey H. Margolis	For	For	For	For	Vote FOR all directors on the management card.
NextGen Healthcare, Inc.	13-Oct-21	Management	28	Yes	Elect Director Geraldine McGinty	For	For	For	For	Vote FOR all directors on the management card.
NextGen Healthcare, Inc.	13-Oct-21	Management	29	Yes	Elect Director Morris Panner	For	For	For	For	Vote FOR all directors on the management card.
NextGen Healthcare, Inc.	13-Oct-21	Management	30	Yes	Elect Director Pamela S. Puryear	For	For	For	For	Vote FOR all directors on the management card.
NextGen Healthcare, Inc.	13-Oct-21	Management	31	Yes	Elect Director Darrell Dent	For	For	For	For	Vote FOR all directors on the management card.
NextGen Healthcare, Inc.	13-Oct-21	Management	32	Yes	Elect Director David Sides	For	For	For	For	Vote FOR all directors on the management card.
NextGen Healthcare, Inc.	13-Oct-21	Management	34	Yes	Change State of Incorporation from California to Delaware	Against	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
NextGen Healthcare, Inc.	13-Oct-21	Management	35	Yes	Restrict Right to Call Special Meeting	Against	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
NextGen Healthcare, Inc.	13-Oct-21	Management	36	Yes	Authorize Board to Fill Vacancies	Against	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
NextGen Healthcare, Inc.	13-Oct-21	Management	37	Yes	Eliminate Cumulative Voting	Against	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
NextGen Healthcare, Inc.	13-Oct-21	Management	38	Yes	Grant Board of Directors Sole Authority to Determine Size of the Board	Against	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
NextGen Healthcare, Inc.	13-Oct-21	Management	39	Yes	Adopt the Jurisdiction of Incorporation as the Exclusive Forum for Certain Disputes	Against	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
NextGen Healthcare, Inc.	13-Oct-21	Management	40	Yes	Amend Certificate of Incorporation to Add Federal Forum Selection Provision	Against	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
NextGen Healthcare, Inc.	13-Oct-21	Management	41	Yes	Provide Proxy Access Right	Against	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
NextGen Healthcare, Inc.	13-Oct-21	Management	42	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	None	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
NextGen Healthcare, Inc.	13-Oct-21	Management	43	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	None	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
NextGen Healthcare, Inc.	13-Oct-21	Management	44	Yes	Amend Omnibus Stock Plan	None	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
NextGen Healthcare, Inc.	13-Oct-21	Shareholder	46	Yes	Elect Director Kenneth H. Fearn, Jr.	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
NextGen Healthcare, Inc.	13-Oct-21	Shareholder	47	Yes	Elect Director Sheldon Razin	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
NextGen Healthcare, Inc.	13-Oct-21	Shareholder	48	Yes	Elect Director Lance E. Rosenzweig	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
NextGen Healthcare, Inc.	13-Oct-21	Shareholder	49	Yes	Elect Director Ruby Sharma	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
NextGen Healthcare, Inc.	13-Oct-21	Shareholder	50	Yes	Management Nominee Julie D. Klapstein	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
NextGen Healthcare, Inc.	13-Oct-21	Shareholder	51	Yes	Management Nominee Geraldine McGinty	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
NextGen Healthcare, Inc.	13-Oct-21	Shareholder	52	Yes	Management Nominee Pamela S. Puryear	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
NextGen Healthcare, Inc.	13-Oct-21	Shareholder	53	Yes	Management Nominee Darrell Dent	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
NextGen Healthcare, Inc.	13-Oct-21	Shareholder	54	Yes	Management Nominee David Sides	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
NextGen Healthcare, Inc.	13-Oct-21	Shareholder	56	Yes	Elect Director Kenneth H. Fearn, Jr.	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
NextGen Healthcare, Inc.	13-Oct-21	Shareholder	57	Yes	Elect Director Sheldon Razin	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
NextGen Healthcare, Inc.	13-Oct-21	Shareholder	58	Yes	Elect Director Lance E. Rosenzweig	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
NextGen Healthcare, Inc.	13-Oct-21	Shareholder	59	Yes	Elect Director Ruby Sharma	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
NextGen Healthcare, Inc.	13-Oct-21	Shareholder	60	Yes	Management Nominee Julie D. Klapstein	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
NextGen Healthcare, Inc.	13-Oct-21	Shareholder	61	Yes	Management Nominee Geraldine McGinty	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
NextGen Healthcare, Inc.	13-Oct-21	Shareholder	62	Yes	Management Nominee Pamela S. Puryear	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
NextGen Healthcare, Inc.	13-Oct-21	Shareholder	63	Yes	Management Nominee Darrell Dent	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
NextGen Healthcare, Inc.	13-Oct-21	Shareholder	64	Yes	Management Nominee David Sides	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Nicholas Financial, Inc.	02-Sep-21	Management	1	Yes	Elect Director Robin J. Hastings	For	For	For	For	A vote FOR the director nominees is warranted.
Nicholas Financial, Inc.	02-Sep-21	Management	2	Yes	Elect Director Jeffrey C. Royal	For	For	For	For	A vote FOR the director nominees is warranted.
Nicholas Financial, Inc.	02-Sep-21	Management	3	Yes	Ratify RSM US LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Nicholas Financial, Inc.	02-Sep-21	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Nicolet Bankshares, Inc.	15-Jul-21	Management	1	Yes	Issue Shares in Connection with Acquisition	For	For	For	For	While NCBS' share price underperformance since announcement is a cause for concern, the strategic rationale appears sound, as the combined company will have an expanded presence in Michigan Upper Peninsula and Northern Michigan, in addition to opportunities for cost savings through efficiencies. Moreover, the transaction is expected to have a reasonable 1.9 year tangible book value earnback period and to be accretive to EPS beginning in 2022. On balance, a vote FOR the transaction is warranted in light of the sound strategic rationale.
Nicolet Bankshares, Inc.	15-Jul-21	Management	2	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted, as the underlying transaction warrants shareholder support.
Nicolet Bankshares, Inc.	05-Oct-21	Management	1	Yes	Issue Shares in Connection with Merger	For	For	For	For	The strategic rationale appears sound, as the combined company will have an expanded presence in Wisconsin and a more diversified loan portfolio, and the transaction is expected to generate cost savings and be accretive to EPS. As such, support FOR the proposed transaction is warranted.
Nicolet Bankshares, Inc.	05-Oct-21	Management	2	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this agenda item is warranted as the underlying transaction warrants support.
Nordic American Tankers Limited	19-Jul-21	Management	1	Yes	Elect Director Herbjorn Hansson	For	Against	Against	Against	Votes AGAINST all incumbent director nominees are warranted for maintaining a long-term poison pill that has not been ratified by shareholders.Votes AGAINST non-independent nominees Herbjorn Hansson, Alexander Hansson and James (Jim) Kelly are warranted for lack of a majority independent board, and due to the company's lack of formal compensation and nominating committees.Votes AGAINST James (Jim) Kelly are also warranted for serving as a non-independent member of a key board committee.A vote FOR new director Douglas (Doug) Penick is warranted.
Nordic American Tankers Limited	19-Jul-21	Management	2	Yes	Elect Director Jim Kelly	For	Against	Against	Against	Votes AGAINST all incumbent director nominees are warranted for maintaining a long-term poison pill that has not been ratified by shareholders.Votes AGAINST non-independent nominees Herbjorn Hansson, Alexander Hansson and James (Jim) Kelly are warranted for lack of a majority independent board, and due to the company's lack of formal compensation and nominating committees.Votes AGAINST James (Jim) Kelly are also warranted for serving as a non-independent member of a key board committee.A vote FOR new director Douglas (Doug) Penick is warranted.
Nordic American Tankers Limited	19-Jul-21	Management	3	Yes	Elect Director Alexander Hansson	For	Against	Against	Against	Votes AGAINST all incumbent director nominees are warranted for maintaining a long-term poison pill that has not been ratified by shareholders.Votes AGAINST non-independent nominees Herbjorn Hansson, Alexander Hansson and James (Jim) Kelly are warranted for lack of a majority independent board, and due to the company's lack of formal compensation and nominating committees.Votes AGAINST James (Jim) Kelly are also warranted for serving as a non-independent member of a key board committee.A vote FOR new director Douglas (Doug) Penick is warranted.
Nordic American Tankers Limited	19-Jul-21	Management	4	Yes	Elect Director Douglas H. Penick	For	For	For	For	Votes AGAINST all incumbent director nominees are warranted for maintaining a long-term poison pill that has not been ratified by shareholders.Votes AGAINST non-independent nominees Herbjorn Hansson, Alexander Hansson and James (Jim) Kelly are warranted for lack of a majority independent board, and due to the company's lack of formal compensation and nominating committees.Votes AGAINST James (Jim) Kelly are also warranted for serving as a non-independent member of a key board committee.A vote FOR new director Douglas (Doug) Penick is warranted.
Nordic American Tankers Limited	19-Jul-21	Management	5	Yes	Ratify KPMG AS as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Northeast Bank	22-Nov-21	Management	1	Yes	Elect Director Matthew B. Botein	For	For	For	For	A vote FOR all director nominees is warranted.
Northeast Bank	22-Nov-21	Management	2	Yes	Elect Director Cheryl Lynn Dorsey	For	For	For	For	A vote FOR all director nominees is warranted.

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Northeast Bank	22-Nov-21	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Northeast Bank	22-Nov-21	Management	4	Yes	Ratify RSM US LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit
NVE Corporation	05-Aug-21	Management	1	Yes	Elect Director Terrence W. Glarner	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Terrence Glarner, Daniel Baker and Patricia Hollister are warranted for lack of a majority independent board.WITHHOLD votes for Terrence Glarner and Patricia Hollister are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
NVE Corporation	05-Aug-21	Management	2	Yes	Elect Director Daniel A. Baker	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Terrence Glarner, Daniel Baker and Patricia Hollister are warranted for lack of a majority independent board.WITHHOLD votes for Terrence Glarner and Patricia Hollister are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
NVE Corporation	05-Aug-21	Management	3	Yes	Elect Director Patricia M. Hollister	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Terrence Glarner, Daniel Baker and Patricia Hollister are warranted for lack of a majority independent board.WITHHOLD votes for Terrence Glarner and Patricia Hollister are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
NVE Corporation	05-Aug-21	Management	4	Yes	Elect Director Richard W. Kramp	For	For	For	For	WITHHOLD votes for non-independent nominees Terrence Glarner, Daniel Baker and Patricia Hollister are warranted for lack of a majority independent board.WITHHOLD votes for Terrence Glarner and Patricia Hollister are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
NVE Corporation	05-Aug-21	Management	5	Yes	Elect Director James W. Bracke	For	For	For	For	WITHHOLD votes for non-independent nominees Terrence Glarner, Daniel Baker and Patricia Hollister are warranted for lack of a majority independent board.WITHHOLD votes for Terrence Glarner and Patricia Hollister are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
NVE Corporation	05-Aug-21	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
NVE Corporation	05-Aug-21	Management	7	Yes	Ratify Boulay PLLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit
Oil-Dri Corporation of America	08-Dec-21	Management	1	Yes	Elect Director Ellen-Blair Chube	For	For	For	For	WITHHOLD votes for Michael Nemeroff, Allan Selig, and Paul Suckow are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Oil-Dri Corporation of America	08-Dec-21	Management	2	Yes	Elect Director Paul M. Hindsley	For	For	For	For	WITHHOLD votes for Michael Nemeroff, Allan Selig, and Paul Suckow are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Oil-Dri Corporation of America	08-Dec-21	Management	3	Yes	Elect Director Daniel S. Jaffee	For	For	For	For	WITHHOLD votes for Michael Nemeroff, Allan Selig, and Paul Suckow are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Oil-Dri Corporation of America	08-Dec-21	Management	4	Yes	Elect Director Michael A. Nemeroff	For	Withhold	Withhold	Withhold	WITHHOLD votes for Michael Nemeroff, Allan Selig, and Paul Suckow are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Oil-Dri Corporation of America	08-Dec-21	Management	5	Yes	Elect Director George C. Roeth	For	For	For	For	WITHHOLD votes for Michael Nemeroff, Allan Selig, and Paul Suckow are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Oil-Dri Corporation of America	08-Dec-21	Management	6	Yes	Elect Director Amy L. Ryan	For	For	For	For	WITHHOLD votes for Michael Nemeroff, Allan Selig, and Paul Suckow are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Oil-Dri Corporation of America	08-Dec-21	Management	7	Yes	Elect Director Allan H. Selig	For	For	Withhold	Withhold	WITHHOLD votes for Michael Nemeroff, Allan Selig, and Paul Suckow are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Oil-Dri Corporation of America	08-Dec-21	Management	8	Yes	Elect Director Paul E. Suckow	For	For	Withhold	Withhold	WITHHOLD votes for Michael Nemeroff, Allan Selig, and Paul Suckow are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Oil-Dri Corporation of America	08-Dec-21	Management	9	Yes	Elect Director Lawrence E. Washow	For	For	For	For	WITHHOLD votes for Michael Nemeroff, Allan Selig, and Paul Suckow are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Oil-Dri Corporation of America	08-Dec-21	Management	10	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.
Old National Bancorp	15-Sep-21	Management	1	Yes	Issue Shares in Connection with Merger	For	For	For	For	A vote FOR this proposal is warranted given the sound strategic rationale and anticipated
Old National Bancorp	15-Sep-21	Management	2	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted given that the proposed increase in the number of authorized shares of common stock is reasonable, and there are no substantial concerns about the company's past use of shares.
Old National Bancorp	15-Sep-21	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted as the underlying transaction and related proposal merit support.
Old Second Bancorp, Inc.	30-Nov-21	Management	1	Yes	Approve Merger and Issuance of Shares in Connection with Merger	For	For	For	For	Given the opportunity to expand the bank's served market into attractive adjacent areas, particularly the Chicago Metropolitan Statistical area, as well as the expected long-term EPS accretion post-merger, a vote FOR the transaction is warranted.
Old Second Bancorp, Inc.	30-Nov-21	Management	2	Yes	Adjourn Meeting	For	For	For	For	Support FOR this proposal is warranted, as the underlying transaction merits support.
OptimizeRx Corporation	19-Aug-21	Management	1	Yes	Elect Director William J. Febbo	For	For	For	For	WITHHOLD votes are warranted with respect to Nominating and Governance Committee members Gus Halas, James Lang and Lynn Vos due to the board's unilateral amendment of the bylaws, including several provisions which are detrimental to shareholders.A vote FOR the remaining director nominees is warranted.
OptimizeRx Corporation	19-Aug-21	Management	2	Yes	Elect Director Gus D. Halas	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted with respect to Nominating and Governance Committee members Gus Halas, James Lang and Lynn Vos due to the board's unilateral amendment of the bylaws, including several provisions which are detrimental to shareholders.A vote FOR the remaining director nominees is warranted.
OptimizeRx Corporation	19-Aug-21	Management	3	Yes	Elect Director Lynn O'Connor Vos	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted with respect to Nominating and Governance Committee members Gus Halas, James Lang and Lynn Vos due to the board's unilateral amendment of the bylaws, including several provisions which are detrimental to shareholders.A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
OptimizeRx Corporation	19-Aug-21	Management	4	Yes	Elect Director James Lang	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted with respect to Nominating and Governance Committee members Gus Halas, James Lang and Lynn Vos due to the board's unilateral amendment of the bylaws, including several provisions which are detrimental to shareholders.A vote FOR the remaining director nominees is warranted.
OptimizeRx Corporation	19-Aug-21	Management	5	Yes	Elect Director Patrick Spangler	For	For	For	For	WITHHOLD votes are warranted with respect to Nominating and Governance Committee members Gus Halas, James Lang and Lynn Vos due to the board's unilateral amendment of the bylaws, including several provisions which are detrimental to shareholders.A vote FOR the remaining director nominees is warranted.
OptimizeRx Corporation	19-Aug-21	Management	6	Yes	Elect Director Gregory D. Wasson	For	For	For	For	WITHHOLD votes are warranted with respect to Nominating and Governance Committee members Gus Halas, James Lang and Lynn Vos due to the board's unilateral amendment of the bylaws, including several provisions which are detrimental to shareholders.A vote FOR the remaining director nominees is warranted.
OptimizeRx Corporation	19-Aug-21	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because:* The company maintains change-in-control agreements that contain single-trigger and excise tax gross-up provisions;* Equity award arrangements provide for automatic accelerated vesting upon a change-in-control; and* The company did not condition vesting of long-term awards on achievement of performance goals for awards granted in the most recent fiscal year.
OptimizeRx Corporation	19-Aug-21	Management	8	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
OptimizeRx Corporation	19-Aug-21	Management	9	Yes	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because:* The company's potential Voting Power Dilution (VPD) for all incentive plans of 20.28 percent is excessive.* The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
OptimizeRx Corporation	19-Aug-21	Management	10	Yes	Ratify UHY LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
ORBCOMM Inc.	08-Jul-21	Management	1	Yes	Approve Merger Agreement	For	For	For	For	A vote FOR this proposal is warranted given the reasonable sales process, implied premium to the unaffected share price, the downside risk of non-approval, and that the all-cash form of consideration provides liquidity and certainty of value.
ORBCOMM Inc.	08-Jul-21	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. While outstanding equity awards will auto-accelerate at the time of the merger, cash severance is double trigger and reasonably based, and no excise tax gross-ups are payable.
ORBCOMM Inc.	08-Jul-21	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted as the underlying merger (Item 1) also merits support.
Organovo Holdings, Inc.	05-Oct-21	Management	1	Yes	Elect Director Alison Tjosvold Milhous	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominee Alison Milhous due to poor responsiveness to shareholder concerns following two consecutive years of low say-on-pay vote.
Organovo Holdings, Inc.	05-Oct-21	Management	2	Yes	Ratify Mayer Hoffman McCann P.C. as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
Organovo Holdings, Inc.	05-Oct-21	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that the company demonstrated poor responsiveness following significant shareholder opposition to last year's say-on-pay proposal.
Organovo Holdings, Inc.	05-Oct-21	Management	4	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because:* The company's potential Voting Power Dilution (VPD) for all incentive plans of 24.02 percent is excessive.* The plan administrator may provide loans to exercise awards.* The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Orion Energy Systems, Inc.	05-Aug-21	Management	1	Yes	Elect Director Ellen B. Richstone	For	Withhold	Withhold	Withhold	WITHHOLD votes for all director nominees are warranted for maintaining a long-term poison pill that has not been ratified by shareholders.WITHHOLD votes for Mark Williamson are also warranted for serving as a non-independent member of a key board committee.WITHHOLD votes for compensation committee members Ellen Richstone and Mark Williamson are further warranted for demonstrating poor responsiveness to shareholder concerns following last year's low say-on-
Orion Energy Systems, Inc.	05-Aug-21	Management	2	Yes	Elect Director Michael W. Altschaeff	For	Withhold	Withhold	Withhold	WITHHOLD votes for all director nominees are warranted for maintaining a long-term poison pill that has not been ratified by shareholders.WITHHOLD votes for Mark Williamson are also warranted for serving as a non-independent member of a key board committee.WITHHOLD votes for compensation committee members Ellen Richstone and Mark Williamson are further warranted for demonstrating poor responsiveness to shareholder concerns following last year's low say-on-
Orion Energy Systems, Inc.	05-Aug-21	Management	3	Yes	Elect Director Mark C. Williamson	For	Withhold	Withhold	Withhold	WITHHOLD votes for all director nominees are warranted for maintaining a long-term poison pill that has not been ratified by shareholders.WITHHOLD votes for Mark Williamson are also warranted for serving as a non-independent member of a key board committee.WITHHOLD votes for compensation committee members Ellen Richstone and Mark Williamson are further warranted for demonstrating poor responsiveness to shareholder concerns following last year's low say-on-
Orion Energy Systems, Inc.	05-Aug-21	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given the company's poor responsiveness to shareholder concerns following the low support for last year's say-on-pay proposal. The company only disclosed some shareholder engagement efforts and feedback that is not compensation-related. In addition, no positive changes were made to the executive pay program. Concerns also persist as the company maintains agreements that contain a single-trigger change-in-control
Orion Energy Systems, Inc.	05-Aug-21	Management	5	Yes	Ratify BDO USA, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
OSI Systems, Inc.	09-Dec-21	Management	1	Yes	Elect Director Deepak Chopra	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Deepak Chopra, William Balhaus Jr., Gerald Chizever, Steven Good and Meyer Luskin are warranted for lack of a majority independent board.WITHHOLD votes for William Balhaus Jr., Steven Good and Meyer Luskin are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
OSI Systems, Inc.	09-Dec-21	Management	2	Yes	Elect Director William F. Balhaus, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Deepak Chopra, William Balhaus Jr., Gerald Chizever, Steven Good and Meyer Luskin are warranted for lack of a majority independent board.WITHHOLD votes for William Balhaus Jr., Steven Good and Meyer Luskin are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
OSI Systems, Inc.	09-Dec-21	Management	3	Yes	Elect Director Kelli Bernard	For	For	For	For	WITHHOLD votes for non-independent nominees Deepak Chopra, William Balhaus Jr., Gerald Chizever, Steven Good and Meyer Luskin are warranted for lack of a majority independent board.WITHHOLD votes for William Balhaus Jr., Steven Good and Meyer Luskin are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
OSI Systems, Inc.	09-Dec-21	Management	4	Yes	Elect Director Gerald Chizever	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Deepak Chopra, William Ballhaus Jr., Gerald Chizever, Steven Good and Meyer Luskin are warranted for lack of a majority independent board.WITHHOLD votes for William Ballhaus Jr., Steven Good and Meyer Luskin are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
OSI Systems, Inc.	09-Dec-21	Management	5	Yes	Elect Director Steven C. Good	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Deepak Chopra, William Ballhaus Jr., Gerald Chizever, Steven Good and Meyer Luskin are warranted for lack of a majority independent board.WITHHOLD votes for William Ballhaus Jr., Steven Good and Meyer Luskin are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
OSI Systems, Inc.	09-Dec-21	Management	6	Yes	Elect Director James B. Hawkins	For	For	For	For	WITHHOLD votes for non-independent nominees Deepak Chopra, William Ballhaus Jr., Gerald Chizever, Steven Good and Meyer Luskin are warranted for lack of a majority independent board.WITHHOLD votes for William Ballhaus Jr., Steven Good and Meyer Luskin are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
OSI Systems, Inc.	09-Dec-21	Management	7	Yes	Elect Director Meyer Luskin	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Deepak Chopra, William Ballhaus Jr., Gerald Chizever, Steven Good and Meyer Luskin are warranted for lack of a majority independent board.WITHHOLD votes for William Ballhaus Jr., Steven Good and Meyer Luskin are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
OSI Systems, Inc.	09-Dec-21	Management	8	Yes	Ratify Moss Adams LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
OSI Systems, Inc.	09-Dec-21	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Park Aerospace Corp.	20-Jul-21	Management	1	Yes	Elect Director Dale E. Blanchfield	For	For	Against	Against	Votes AGAINST non-independent nominees Brian Shore, Dale Blanchfield, Emily Groehl and Steven Warshaw are warranted for lack of a majority independent board.Votes AGAINST Dale Blanchfield and Steven Warshaw are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Park Aerospace Corp.	20-Jul-21	Management	2	Yes	Elect Director Emily J. Groehl	For	For	Against	Against	Votes AGAINST non-independent nominees Brian Shore, Dale Blanchfield, Emily Groehl and Steven Warshaw are warranted for lack of a majority independent board.Votes AGAINST Dale Blanchfield and Steven Warshaw are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Park Aerospace Corp.	20-Jul-21	Management	3	Yes	Elect Director Yvonne Julian	For	For	For	For	Votes AGAINST non-independent nominees Brian Shore, Dale Blanchfield, Emily Groehl and Steven Warshaw are warranted for lack of a majority independent board.Votes AGAINST Dale Blanchfield and Steven Warshaw are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Park Aerospace Corp.	20-Jul-21	Management	4	Yes	Elect Director Brian E. Shore	For	For	Against	Against	Votes AGAINST non-independent nominees Brian Shore, Dale Blanchfield, Emily Groehl and Steven Warshaw are warranted for lack of a majority independent board.Votes AGAINST Dale Blanchfield and Steven Warshaw are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Park Aerospace Corp.	20-Jul-21	Management	5	Yes	Elect Director Carl W. Smith	For	For	For	For	Votes AGAINST non-independent nominees Brian Shore, Dale Blanchfield, Emily Groehl and Steven Warshaw are warranted for lack of a majority independent board.Votes AGAINST Dale Blanchfield and Steven Warshaw are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Park Aerospace Corp.	20-Jul-21	Management	6	Yes	Elect Director D. Bradley Thress	For	For	For	For	Votes AGAINST non-independent nominees Brian Shore, Dale Blanchfield, Emily Groehl and Steven Warshaw are warranted for lack of a majority independent board.Votes AGAINST Dale Blanchfield and Steven Warshaw are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Park Aerospace Corp.	20-Jul-21	Management	7	Yes	Elect Director Steven T. Warshaw	For	For	Against	Against	Votes AGAINST non-independent nominees Brian Shore, Dale Blanchfield, Emily Groehl and Steven Warshaw are warranted for lack of a majority independent board.Votes AGAINST Dale Blanchfield and Steven Warshaw are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Park Aerospace Corp.	20-Jul-21	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Park Aerospace Corp.	20-Jul-21	Management	9	Yes	Ratify CohnReznick LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit
Patterson Companies, Inc.	13-Sep-21	Management	1	Yes	Elect Director John D. Buck	For	For	Against	Against	Votes AGAINST John Buck and Ellen Rudnick are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Patterson Companies, Inc.	13-Sep-21	Management	2	Yes	Elect Director Alex N. Blanco	For	For	For	For	Votes AGAINST John Buck and Ellen Rudnick are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Patterson Companies, Inc.	13-Sep-21	Management	3	Yes	Elect Director Jody H. Feragen	For	For	For	For	Votes AGAINST John Buck and Ellen Rudnick are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Patterson Companies, Inc.	13-Sep-21	Management	4	Yes	Elect Director Robert C. Frenzel	For	For	For	For	Votes AGAINST John Buck and Ellen Rudnick are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Patterson Companies, Inc.	13-Sep-21	Management	5	Yes	Elect Director Francis J. Malecha	For	For	For	For	Votes AGAINST John Buck and Ellen Rudnick are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Patterson Companies, Inc.	13-Sep-21	Management	6	Yes	Elect Director Ellen A. Rudnick	For	For	Against	Against	Votes AGAINST John Buck and Ellen Rudnick are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Patterson Companies, Inc.	13-Sep-21	Management	7	Yes	Elect Director Neil A. Schrimsher	For	For	For	For	Votes AGAINST John Buck and Ellen Rudnick are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Patterson Companies, Inc.	13-Sep-21	Management	8	Yes	Elect Director Mark S. Walchirk	For	For	For	For	Votes AGAINST John Buck and Ellen Rudnick are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Patterson Companies, Inc.	13-Sep-21	Management	9	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Patterson Companies, Inc.	13-Sep-21	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
Patterson Companies, Inc.	13-Sep-21	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
Paysign, Inc.	05-Aug-21	Management	1	Yes	Elect Director Mark R. Newcomer	For	For	For	For	A vote FOR the director nominees is warranted.
Paysign, Inc.	05-Aug-21	Management	2	Yes	Elect Director Daniel H. Spence	For	For	For	For	A vote FOR the director nominees is warranted.
Paysign, Inc.	05-Aug-21	Management	3	Yes	Elect Director Joan M. Herman	For	For	For	For	A vote FOR the director nominees is warranted.
Paysign, Inc.	05-Aug-21	Management	4	Yes	Elect Director Dan R. Henry	For	For	For	For	A vote FOR the director nominees is warranted.
Paysign, Inc.	05-Aug-21	Management	5	Yes	Elect Director Bruce Mina	For	For	For	For	A vote FOR the director nominees is warranted.

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Paysign, Inc.	05-Aug-21	Management	6	Yes	Elect Director Quinn Williams	For	For	For	For	A vote FOR the director nominees is warranted.
Paysign, Inc.	05-Aug-21	Management	7	Yes	Elect Director Dennis Triplett	For	For	For	For	A vote FOR the director nominees is warranted.
Paysign, Inc.	05-Aug-21	Management	8	Yes	Ratify BDO USA, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit
PCSB Financial Corporation	27-Oct-21	Management	1	Yes	Elect Director Jeffrey D. Kellogg	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent directors Jeffrey Kellogg, Robert Lusardi, and Matthew McCrosson are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
PCSB Financial Corporation	27-Oct-21	Management	2	Yes	Elect Director Robert C. Lusardi	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent directors Jeffrey Kellogg, Robert Lusardi, and Matthew McCrosson are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
PCSB Financial Corporation	27-Oct-21	Management	3	Yes	Elect Director Matthew G. McCrosson	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent directors Jeffrey Kellogg, Robert Lusardi, and Matthew McCrosson are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
PCSB Financial Corporation	27-Oct-21	Management	4	Yes	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
Penn Virginia Corporation	05-Oct-21	Management	1	Yes	Issue Shares in Connection with Merger	For	For	For	For	A vote FOR this proposal is warranted as the strategic rationale for the merger appears reasonable and the combination is expected to generate \$20 million in annual synergies while being accretive to free cash flow.
Penn Virginia Corporation	05-Oct-21	Management	2	Yes	Approve Changes in Authorized Share Capital	For	For	For	For	A vote FOR this proposal is warranted. The size of the proposed increase in the number of authorized common stock is reasonable and there are no substantial concerns with the company's past use of shares. Additionally, the creation of a new class of common shares will somewhat simplify the company's existing current capital structure, the new share class will have voting rights equal to publicly traded shares, and the remaining proposed changes are housekeeping in nature which would not adversely impact the rights of shareholders.
Penn Virginia Corporation	05-Oct-21	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted as the underlying transaction (Item 1) merits support.
People's United Financial, Inc.	16-Dec-21	Management	1	Yes	Elect Director John P. Barnes	For	For	Against	Against	Votes AGAINST non-independent nominees John Barnes, George Carter, Collin Baron, John Dwight, Jerry Franklin, Janet Hansen, Mark Richards and Kirk Walters are warranted for lack of a majority independent board.Votes AGAINST George Carter, John Dwight, Jerry Franklin, Janet Hansen and Mark Richards are also warranted for serving as non-independent members of a key board committee.Votes AGAINST Jane Chwick are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
People's United Financial, Inc.	16-Dec-21	Management	2	Yes	Elect Director Collin P. Baron	For	For	Against	Against	Votes AGAINST non-independent nominees John Barnes, George Carter, Collin Baron, John Dwight, Jerry Franklin, Janet Hansen, Mark Richards and Kirk Walters are warranted for lack of a majority independent board.Votes AGAINST George Carter, John Dwight, Jerry Franklin, Janet Hansen and Mark Richards are also warranted for serving as non-independent members of a key board committee.Votes AGAINST Jane Chwick are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
People's United Financial, Inc.	16-Dec-21	Management	3	Yes	Elect Director George P. Carter	For	For	Against	Against	Votes AGAINST non-independent nominees John Barnes, George Carter, Collin Baron, John Dwight, Jerry Franklin, Janet Hansen, Mark Richards and Kirk Walters are warranted for lack of a majority independent board.Votes AGAINST George Carter, John Dwight, Jerry Franklin, Janet Hansen and Mark Richards are also warranted for serving as non-independent members of a key board committee.Votes AGAINST Jane Chwick are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
People's United Financial, Inc.	16-Dec-21	Management	4	Yes	Elect Director Jane Chwick	For	For	Against	Against	Votes AGAINST non-independent nominees John Barnes, George Carter, Collin Baron, John Dwight, Jerry Franklin, Janet Hansen, Mark Richards and Kirk Walters are warranted for lack of a majority independent board.Votes AGAINST George Carter, John Dwight, Jerry Franklin, Janet Hansen and Mark Richards are also warranted for serving as non-independent members of a key board committee.Votes AGAINST Jane Chwick are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
People's United Financial, Inc.	16-Dec-21	Management	5	Yes	Elect Director William F. Cruger, Jr.	For	For	For	For	Votes AGAINST non-independent nominees John Barnes, George Carter, Collin Baron, John Dwight, Jerry Franklin, Janet Hansen, Mark Richards and Kirk Walters are warranted for lack of a majority independent board.Votes AGAINST George Carter, John Dwight, Jerry Franklin, Janet Hansen and Mark Richards are also warranted for serving as non-independent members of a key board committee.Votes AGAINST Jane Chwick are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
People's United Financial, Inc.	16-Dec-21	Management	6	Yes	Elect Director John K. Dwight	For	For	Against	Against	Votes AGAINST non-independent nominees John Barnes, George Carter, Collin Baron, John Dwight, Jerry Franklin, Janet Hansen, Mark Richards and Kirk Walters are warranted for lack of a majority independent board.Votes AGAINST George Carter, John Dwight, Jerry Franklin, Janet Hansen and Mark Richards are also warranted for serving as non-independent members of a key board committee.Votes AGAINST Jane Chwick are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
People's United Financial, Inc.	16-Dec-21	Management	7	Yes	Elect Director Jerry Franklin	For	For	Against	Against	Votes AGAINST non-independent nominees John Barnes, George Carter, Collin Baron, John Dwight, Jerry Franklin, Janet Hansen, Mark Richards and Kirk Walters are warranted for lack of a majority independent board.Votes AGAINST George Carter, John Dwight, Jerry Franklin, Janet Hansen and Mark Richards are also warranted for serving as non-independent members of a key board committee.Votes AGAINST Jane Chwick are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
People's United Financial, Inc.	16-Dec-21	Management	8	Yes	Elect Director Janet M. Hansen	For	For	Against	Against	Votes AGAINST non-independent nominees John Barnes, George Carter, Collin Baron, John Dwight, Jerry Franklin, Janet Hansen, Mark Richards and Kirk Walters are warranted for lack of a majority independent board.Votes AGAINST George Carter, John Dwight, Jerry Franklin, Janet Hansen and Mark Richards are also warranted for serving as non-independent members of a key board committee.Votes AGAINST Jane Chwick are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
People's United Financial, Inc.	16-Dec-21	Management	9	Yes	Elect Director Nancy McAllister	For	For	For	For	Votes AGAINST non-independent nominees John Barnes, George Carter, Collin Baron, John Dwight, Jerry Franklin, Janet Hansen, Mark Richards and Kirk Walters are warranted for lack of a majority independent board.Votes AGAINST George Carter, John Dwight, Jerry Franklin, Janet Hansen and Mark Richards are also warranted for serving as non-independent members of a key board committee.Votes AGAINST Jane Chwick are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.

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People's United Financial, Inc.	16-Dec-21	Management	10	Yes	Elect Director Mark W. Richards	For	For	Against	Against	Votes AGAINST non-independent nominees John Barnes, George Carter, Collin Baron, John Dwight, Jerry Franklin, Janet Hansen, Mark Richards and Kirk Walters are warranted for lack of a majority independent board.Votes AGAINST George Carter, John Dwight, Jerry Franklin, Janet Hansen and Mark Richards are also warranted for serving as non-independent members of a key board committee.Votes AGAINST Jane Chwick are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
People's United Financial, Inc.	16-Dec-21	Management	11	Yes	Elect Director Kirk W. Walters	For	For	Against	Against	Votes AGAINST non-independent nominees John Barnes, George Carter, Collin Baron, John Dwight, Jerry Franklin, Janet Hansen, Mark Richards and Kirk Walters are warranted for lack of a majority independent board.Votes AGAINST George Carter, John Dwight, Jerry Franklin, Janet Hansen and Mark Richards are also warranted for serving as non-independent members of a key board committee.Votes AGAINST Jane Chwick are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
People's United Financial, Inc.	16-Dec-21	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Although concerns are noted regarding discretionary changes to the STI award, pay and performance remain reasonably aligned at this time.
People's United Financial, Inc.	16-Dec-21	Management	13	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
Peoples Bancorp Inc.	22-Jul-21	Management	1	Yes	Approve Merger and Issuance of Shares in Connection with Merger	For	For	For	For	A vote FOR this proposal is warranted in light of the valuation, strategic rationale, and anticipated cost savings.
Peoples Bancorp Inc.	22-Jul-21	Management	2	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted given that the request would allow for the consummation of the transaction.
Peoples Bancorp Inc.	22-Jul-21	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted, as support for the underlying transaction is warranted.
Performance Food Group Company	18-Nov-21	Management	1	Yes	Elect Director George L. Holm	For	For	For	For	A vote FOR the director nominees is warranted.
Performance Food Group Company	18-Nov-21	Management	2	Yes	Elect Director Manuel A. Fernandez	For	For	For	For	A vote FOR the director nominees is warranted.
Performance Food Group Company	18-Nov-21	Management	3	Yes	Elect Director Barbara J. Beck	For	For	For	For	A vote FOR the director nominees is warranted.
Performance Food Group Company	18-Nov-21	Management	4	Yes	Elect Director William F. Dawson, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.
Performance Food Group Company	18-Nov-21	Management	5	Yes	Elect Director Laura Flanagan	For	For	For	For	A vote FOR the director nominees is warranted.
Performance Food Group Company	18-Nov-21	Management	6	Yes	Elect Director Matthew C. Flanigan	For	For	For	For	A vote FOR the director nominees is warranted.
Performance Food Group Company	18-Nov-21	Management	7	Yes	Elect Director Kimberly S. Grant	For	For	For	For	A vote FOR the director nominees is warranted.
Performance Food Group Company	18-Nov-21	Management	8	Yes	Elect Director Jeffrey M. Overly	For	For	For	For	A vote FOR the director nominees is warranted.
Performance Food Group Company	18-Nov-21	Management	9	Yes	Elect Director David V. Singer	For	For	For	For	A vote FOR the director nominees is warranted.
Performance Food Group Company	18-Nov-21	Management	10	Yes	Elect Director Randall N. Spratt	For	For	For	For	A vote FOR the director nominees is warranted.
Performance Food Group Company	18-Nov-21	Management	11	Yes	Elect Director Warren M. Thompson	For	For	For	For	A vote FOR the director nominees is warranted.
Performance Food Group Company	18-Nov-21	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
Performance Food Group Company	18-Nov-21	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
PFSweb, Inc.	27-Jul-21	Management	1	Yes	Elect Director David I. Beatson	For	For	Against	Against	Votes AGAINST David Beatson are warranted for serving as a non-independent member of a key board committee.Votes AGAINST Compensation Committee members David Beatson, G. Mercedes De Luca and Benjamin Rosenzweig are warranted as the board recently approved a new agreement that contains an excise tax gross-up provision.A vote FOR the remaining director nominees is warranted.
PFSweb, Inc.	27-Jul-21	Management	2	Yes	Elect Director Robert Frankfurt	For	For	For	For	Votes AGAINST David Beatson are warranted for serving as a non-independent member of a key board committee.Votes AGAINST Compensation Committee members David Beatson, G. Mercedes De Luca and Benjamin Rosenzweig are warranted as the board recently approved a new agreement that contains an excise tax gross-up provision.A vote FOR the remaining director nominees is warranted.
PFSweb, Inc.	27-Jul-21	Management	3	Yes	Elect Director G. Mercedes De Luca	For	For	Against	Against	Votes AGAINST David Beatson are warranted for serving as a non-independent member of a key board committee.Votes AGAINST Compensation Committee members David Beatson, G. Mercedes De Luca and Benjamin Rosenzweig are warranted as the board recently approved a new agreement that contains an excise tax gross-up provision.A vote FOR the remaining director nominees is warranted.
PFSweb, Inc.	27-Jul-21	Management	4	Yes	Elect Director Monica Luechtefeld	For	For	For	For	Votes AGAINST David Beatson are warranted for serving as a non-independent member of a key board committee.Votes AGAINST Compensation Committee members David Beatson, G. Mercedes De Luca and Benjamin Rosenzweig are warranted as the board recently approved a new agreement that contains an excise tax gross-up provision.A vote FOR the remaining director nominees is warranted.
PFSweb, Inc.	27-Jul-21	Management	5	Yes	Elect Director Shinichi Nagakura	For	For	For	For	Votes AGAINST David Beatson are warranted for serving as a non-independent member of a key board committee.Votes AGAINST Compensation Committee members David Beatson, G. Mercedes De Luca and Benjamin Rosenzweig are warranted as the board recently approved a new agreement that contains an excise tax gross-up provision.A vote FOR the remaining director nominees is warranted.
PFSweb, Inc.	27-Jul-21	Management	6	Yes	Elect Director Benjamin Rosenzweig	For	For	Against	Against	Votes AGAINST David Beatson are warranted for serving as a non-independent member of a key board committee.Votes AGAINST Compensation Committee members David Beatson, G. Mercedes De Luca and Benjamin Rosenzweig are warranted as the board recently approved a new agreement that contains an excise tax gross-up provision.A vote FOR the remaining director nominees is warranted.
PFSweb, Inc.	27-Jul-21	Management	7	Yes	Elect Director Michael C. Willoughby	For	For	For	For	Votes AGAINST David Beatson are warranted for serving as a non-independent member of a key board committee.Votes AGAINST Compensation Committee members David Beatson, G. Mercedes De Luca and Benjamin Rosenzweig are warranted as the board recently approved a new agreement that contains an excise tax gross-up provision.A vote FOR the remaining director nominees is warranted.
PFSweb, Inc.	27-Jul-21	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	While equity awards are primarily performance conditioned, and the significant increase in CEO pay for FY20 was mainly due to the absence of equity grants in the prior year, there are significant concerns surrounding the pay program and an NEO's amended employment agreement. Specifically, the proxy lacks disclosure of the long-term performance metrics, and no threshold, target or maximum goals are disclosed. Similarly, no performance goals are provided with respect to an executive's annual incentive award. The absence of disclosed performance metrics and goals prevents an assessment of pay and performance linkage.In addition, the company recently added an excise tax gross-up provision to an executive's amended employment agreement, which is considered to be a problematic pay practice.In light of these concerns, a vote AGAINST this

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DIMENSIONAL FUND ADVISORS PROXY VOTES - JULY TO DECEMBER 31, 2021 Compared to ISS and Public Fund Policy Recommendations										
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PFSweb, Inc.	27-Jul-21	Management	9	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: " The company's potential Voting Power Dilution (VPD) for all incentive plans of 18.74 percent is excessive." The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
PFSweb, Inc.	27-Jul-21	Management	10	Yes	Amend Shareholder Rights Plan (Poison Pill)	For	For	For	For	A vote FOR this proposal is warranted. The pill has a 20 percent trigger, an extension term of no more than three years, a shareholder redemption feature, and no "dead-" or "slow-hand" provision.
PFSweb, Inc.	27-Jul-21	Management	11	Yes	Ratify BDO USA, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit
Phibro Animal Health Corporation	01-Nov-21	Management	1	Yes	Elect Director Gerald K. Carlson	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerald Carlson, Mary Lou Malanoski and Carol Wrenn are warranted for lack of a majority independent board and for the lack of a formal nominating committee.WITHHOLD votes for Carol Wrenn are also warranted for serving as a non-independent member of a key board committee.Votes AGAINST incumbent compensation committee member Carol Wrenn are warranted as the company provided an excessive financial planning perquisite to the CEO and does not disclose any risk mitigating provisions.
Phibro Animal Health Corporation	01-Nov-21	Management	2	Yes	Elect Director Mary Lou Malanoski	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerald Carlson, Mary Lou Malanoski and Carol Wrenn are warranted for lack of a majority independent board and for the lack of a formal nominating committee.WITHHOLD votes for Carol Wrenn are also warranted for serving as a non-independent member of a key board committee.Votes AGAINST incumbent compensation committee member Carol Wrenn are warranted as the company provided an excessive financial planning perquisite to the CEO and does not disclose any risk mitigating provisions.
Phibro Animal Health Corporation	01-Nov-21	Management	3	Yes	Elect Director Carol A. Wrenn	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerald Carlson, Mary Lou Malanoski and Carol Wrenn are warranted for lack of a majority independent board and for the lack of a formal nominating committee.WITHHOLD votes for Carol Wrenn are also warranted for serving as a non-independent member of a key board committee.Votes AGAINST incumbent compensation committee member Carol Wrenn are warranted as the company provided an excessive financial planning perquisite to the CEO and does not disclose any risk mitigating provisions.
Phibro Animal Health Corporation	01-Nov-21	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
PHX Minerals Inc.	05-Oct-21	Management	1	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted given that the proposed increase in the number of authorized shares of Class A common stock is reasonable, and there are no substantial concerns about the company's past use of shares.
PlayAGS, Inc.	01-Jul-21	Management	1	Yes	Elect Director Daniel Cohen	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Daniel Cohen, Geoff Freeman, and Yvette Landau given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights.
PlayAGS, Inc.	01-Jul-21	Management	2	Yes	Elect Director Geoff Freeman	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Daniel Cohen, Geoff Freeman, and Yvette Landau given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights.
PlayAGS, Inc.	01-Jul-21	Management	3	Yes	Elect Director Yvette E. Landau	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Daniel Cohen, Geoff Freeman, and Yvette Landau given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights.
PlayAGS, Inc.	01-Jul-21	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to a problematic pay practice. Annual incentives were based on a pre-set objective measure and were not earned when the performance metric was not met. Moreover, half of the CEO's equity awards were performance-conditioned. However, concerns are raised given that the performance target for a prior year award was significantly reduced. Adjustments to in-progress long-term incentive awards are generally not viewed by shareholders as appropriate reactions to COVID-related market disruption.
PlayAGS, Inc.	01-Jul-21	Management	5	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Premier Financial Bancorp, Inc.	01-Jul-21	Management	1	Yes	Approve Merger Agreement	For	For	For	For	In light of the sound strategic rationale, a process that appears fairly robust, and the equity form of consideration, which allows shareholders to participate in the upside potential of the combined company, support FOR the proposed transaction is warranted.
Premier Financial Bancorp, Inc.	01-Jul-21	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Although outstanding equity awards will auto-accelerate upon the closing of the merger, equity payments are modest in value and no severance amounts are disclosed. In addition, the CEO's retention payment is reasonably based and payable over three years, and no excise tax gross-ups are payable.
Premier Financial Bancorp, Inc.	01-Jul-21	Management	3	Yes	Adjourn Meeting	For	For	For	For	Support FOR this proposal is warranted in light of support for the underlying transaction.
Premier, Inc.	03-Dec-21	Management	1	Yes	Elect Director Terry D. Shaw	For	For	For	For	A vote FOR all director nominees is warranted.
Premier, Inc.	03-Dec-21	Management	2	Yes	Elect Director Richard J. Statuto	For	For	For	For	A vote FOR all director nominees is warranted.
Premier, Inc.	03-Dec-21	Management	3	Yes	Elect Director Ellen C. Wolf	For	For	For	For	A vote FOR all director nominees is warranted.
Premier, Inc.	03-Dec-21	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
Premier, Inc.	03-Dec-21	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Annual incentives and a majority of long-term equity awards are based on objective performance conditions. However, the majority of annual incentive targets were set below the actual results of the previous year and no performance target or hurdles are disclosed for long-term performance awards. Moreover, the compensation committee applied discretion to exclude the impact of the COVID-19 pandemic on 2021 performance, among other results, from the 2019-2021 performance shares. As a result, executives received above-target payouts for these awards when payouts otherwise would not have been earned.
Premier, Inc.	03-Dec-21	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Prestige Consumer Healthcare Inc.	03-Aug-21	Management	1	Yes	Elect Director Ronald M. Lombardi	For	For	For	For	WITHHOLD votes for John Byom are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Prestige Consumer Healthcare Inc.	03-Aug-21	Management	2	Yes	Elect Director John E. Byom	For	For	Withhold	Withhold	WITHHOLD votes for John Byom are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Prestige Consumer Healthcare Inc.	03-Aug-21	Management	3	Yes	Elect Director Celeste A. Clark	For	For	For	For	WITHHOLD votes for John Byom are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Prestige Consumer Healthcare Inc.	03-Aug-21	Management	4	Yes	Elect Director Christopher J. Coughlin	For	For	For	For	WITHHOLD votes for John Byom are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Prestige Consumer Healthcare Inc.	03-Aug-21	Management	5	Yes	Elect Director Sheila A. Hopkins	For	For	For	For	WITHHOLD votes for John Byom are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.

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Prestige Consumer Healthcare Inc.	03-Aug-21	Management	6	Yes	Elect Director Natale S. Ricciardi	For	For	For	For	WITHHOLD votes for John Byom are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Prestige Consumer Healthcare Inc.	03-Aug-21	Management	7	Yes	Elect Director Dawn M. Zier	For	For	For	For	WITHHOLD votes for John Byom are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Prestige Consumer Healthcare Inc.	03-Aug-21	Management	8	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
Prestige Consumer Healthcare Inc.	03-Aug-21	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant issues were identified at this time.
Pro-Dex, Inc.	18-Nov-21	Management	1	Yes	Elect Director Raymond E. Cabillot	For	For	For	For	A vote FOR all director nominees is warranted.
Pro-Dex, Inc.	18-Nov-21	Management	2	Yes	Elect Director William J. Farrell, III	For	For	For	For	A vote FOR all director nominees is warranted.
Pro-Dex, Inc.	18-Nov-21	Management	3	Yes	Elect Director David C. Hovda	For	For	For	For	A vote FOR all director nominees is warranted.
Pro-Dex, Inc.	18-Nov-21	Management	4	Yes	Elect Director Katrina M. K. Philp	For	For	For	For	A vote FOR all director nominees is warranted.
Pro-Dex, Inc.	18-Nov-21	Management	5	Yes	Elect Director Nicholas J. Swenson	For	For	For	For	A vote FOR all director nominees is warranted.
Pro-Dex, Inc.	18-Nov-21	Management	6	Yes	Elect Director Richard L. Van Kirk	For	For	For	For	A vote FOR all director nominees is warranted.
Pro-Dex, Inc.	18-Nov-21	Management	7	Yes	Ratify Moss Adams, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
Pro-Dex, Inc.	18-Nov-21	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Pay-for-performance concerns are mitigated at this time as the significant stock option grants, which are the main driver of the elevated CEO pay, are entirely performance-conditioned.
Provident Financial Holdings, Inc.	30-Nov-21	Management	1	Yes	Elect Director Judy A. Carpenter	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee William Thomas are warranted for lack of a majority independent board.WITHHOLD votes for William Thomas are also warranted for serving as a non-independent member of a key board committee.WITHHOLD votes for incumbent director nominees Judy Carpenter and William Thomas are warranted due to the company's poor responsiveness to low say-on-pay votes in consecutive years.A vote FOR new director nominee Kathy Michalak is warranted.
Provident Financial Holdings, Inc.	30-Nov-21	Management	2	Yes	Elect Director William E. Thomas	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee William Thomas are warranted for lack of a majority independent board.WITHHOLD votes for William Thomas are also warranted for serving as a non-independent member of a key board committee.WITHHOLD votes for incumbent director nominees Judy Carpenter and William Thomas are warranted due to the company's poor responsiveness to low say-on-pay votes in consecutive years.A vote FOR new director nominee Kathy Michalak is warranted.
Provident Financial Holdings, Inc.	30-Nov-21	Management	3	Yes	Elect Director Kathy Michalak	For	For	For	For	WITHHOLD votes for non-independent nominee William Thomas are warranted for lack of a majority independent board.WITHHOLD votes for William Thomas are also warranted for serving as a non-independent member of a key board committee.WITHHOLD votes for incumbent director nominees Judy Carpenter and William Thomas are warranted due to the company's poor responsiveness to low say-on-pay votes in consecutive years.A vote FOR new director nominee Kathy Michalak is warranted.
Provident Financial Holdings, Inc.	30-Nov-21	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the company demonstrated poor responsiveness to shareholder concerns following last year's low say-on-pay support.
Provident Financial Holdings, Inc.	30-Nov-21	Management	5	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
QAD Inc.	02-Nov-21	Management	1	Yes	Approve Merger Agreement	For	For	For	For	A vote FOR this proposal is warranted. Although there are concerns regarding potential conflicts of interest, the board conducted what appears to have been a thorough sale process. Moreover, the offer does not appear to be unreasonable, the strategic rationale for the sale does not appear to be illogical, the transaction provides shareholders with the ability to exit at a premium to the all-time high closing price, and there is downside risk of non-approval.
QAD Inc.	02-Nov-21	Management	2	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although cash severance is double trigger and reasonably based, the CEO is expected to receive a problematic excise tax gross-up in connection with the merger. In addition, half of equity awards are single trigger, with the other half generally being paid within one year of service after the closing.
QAD Inc.	02-Nov-21	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted, as support for the underlying transaction is warranted.
QuinStreet, Inc.	25-Oct-21	Management	1	Yes	Elect Director Anna Fielser	For	For	For	For	A vote FOR the director nominees is warranted.
QuinStreet, Inc.	25-Oct-21	Management	2	Yes	Elect Director Andrew Sheehan	For	For	For	For	A vote FOR the director nominees is warranted.
QuinStreet, Inc.	25-Oct-21	Management	3	Yes	Elect Director Douglas Valenti	For	For	For	For	A vote FOR the director nominees is warranted.
QuinStreet, Inc.	25-Oct-21	Management	4	Yes	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that:" The purchase price is reasonable;" The shares reserved is relatively conservative; and" The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
QuinStreet, Inc.	25-Oct-21	Management	5	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
QuinStreet, Inc.	25-Oct-21	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Radiant Logistics, Inc.	17-Nov-21	Management	1	Yes	Elect Director Bohn H. Crain	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Radiant Logistics, Inc.	17-Nov-21	Management	2	Yes	Elect Director Richard P. Palmieri	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Radiant Logistics, Inc.	17-Nov-21	Management	3	Yes	Elect Director Michael Gould	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Radiant Logistics, Inc.	17-Nov-21	Management	4	Yes	Elect Director Kristin Toth Smith	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Radiant Logistics, Inc.	17-Nov-21	Management	5	Yes	Ratify BDO USA, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit
Radiant Logistics, Inc.	17-Nov-21	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain excise tax gross-up provisions.
Radiant Logistics, Inc.	17-Nov-21	Management	7	Yes	Approve Omnibus Incentive Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Raven Industries, Inc.	15-Sep-21	Management	1	Yes	Approve Merger Agreement	For	For	For	For	A vote FOR this proposal is warranted in light of the premium and valuation, the downside risk of non-approval, and the rationale for the sale. Although a third-party bidder made a higher offer in the immediate aftermath of board approval, there is no reason to believe that a superior proposal would now emerge if the proposed transaction is voted down, and there has been no public opposition to the deal.
Raven Industries, Inc.	15-Sep-21	Management	2	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although cash severance is double trigger and reasonably based, concerns are raised regarding the relatively short vesting period for retention bonuses and the recent increase in CEO's severance multiple without compelling rationale disclosed in the merger proxy. Further, all outstanding equity awards will fully vest in connection with the merger, including recently granted time-based awards.
Raven Industries, Inc.	15-Sep-21	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted, as support for the underlying transaction is warranted.

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RBC Bearings Incorporated	08-Sep-21	Management	1	Yes	Elect Director Richard R. Crowell	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent compensation committee members Richard Crowell and Alan Levine are warranted due to poor responsiveness to last year's failed say-on-pay vote.WITHHOLD votes for non-independent nominees Richard Crowell and Alan Levine are further warranted for a lack of a majority independent board and for serving as non-independent members of a key board committee.A vote FOR Steven H. Kaplan is warranted.
RBC Bearings Incorporated	08-Sep-21	Management	2	Yes	Elect Director Steven H. Kaplan	For	For	For	For	WITHHOLD votes for incumbent compensation committee members Richard Crowell and Alan Levine are warranted due to poor responsiveness to last year's failed say-on-pay vote.WITHHOLD votes for non-independent nominees Richard Crowell and Alan Levine are further warranted for a lack of a majority independent board and for serving as non-independent members of a key board committee.A vote FOR Steven H. Kaplan is warranted.
RBC Bearings Incorporated	08-Sep-21	Management	3	Yes	Elect Director Alan B. Levine	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent compensation committee members Richard Crowell and Alan Levine are warranted due to poor responsiveness to last year's failed say-on-pay vote.WITHHOLD votes for non-independent nominees Richard Crowell and Alan Levine are further warranted for a lack of a majority independent board and for serving as non-independent members of a key board committee.A vote FOR Steven H. Kaplan is warranted.
RBC Bearings Incorporated	08-Sep-21	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
RBC Bearings Incorporated	08-Sep-21	Management	5	Yes	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: "The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards." There is a pay-for-performance misalignment that is driven by problematic equity grant practices, and the plan is not sufficiently broad-based (an overriding factor).
RBC Bearings Incorporated	08-Sep-21	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The compensation committee has not demonstrated sufficient responsiveness to last year's failed say-on-pay vote. In addition, there is an unmitigated pay-for-performance misalignment for the year in review. Although the CEO's STI and LTI are entirely based on pre-set objective metrics, significant concerns are raised. Specifically, the CEO's entire STI and majority of LTI is determined based on annual EBITDA performance, the remaining LTI determination is also based on only one-year performance, and performance targets in incentive programs were set below the prior year's targets and actual results without a decline in pay opportunities. Further, the magnitude of the CEO's granted equity was outsized, even in consideration of recent strong share price performance.
RCI Hospitality Holdings, Inc.	14-Sep-21	Management	1	Yes	Elect Director Eric S. Langan	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Eric Langan, Luke Lirot and Travis Reese are warranted for lack of a majority independent board.WITHHOLD votes for Luke Lirot are also warranted for serving as a non-independent member of a key board committee.WITHHOLD votes are warranted for Audit Committee members Yura Barabash, Elaine Martin, and Arthur Prialux for failing to address the material weaknesses in the company's internal controls in consecutive years.
RCI Hospitality Holdings, Inc.	14-Sep-21	Management	2	Yes	Elect Director Travis Reese	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Eric Langan, Luke Lirot and Travis Reese are warranted for lack of a majority independent board.WITHHOLD votes for Luke Lirot are also warranted for serving as a non-independent member of a key board committee.WITHHOLD votes are warranted for Audit Committee members Yura Barabash, Elaine Martin, and Arthur Prialux for failing to address the material weaknesses in the company's internal controls in consecutive years.
RCI Hospitality Holdings, Inc.	14-Sep-21	Management	3	Yes	Elect Director Luke Lirot	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Eric Langan, Luke Lirot and Travis Reese are warranted for lack of a majority independent board.WITHHOLD votes for Luke Lirot are also warranted for serving as a non-independent member of a key board committee.WITHHOLD votes are warranted for Audit Committee members Yura Barabash, Elaine Martin, and Arthur Prialux for failing to address the material weaknesses in the company's internal controls in consecutive years.
RCI Hospitality Holdings, Inc.	14-Sep-21	Management	4	Yes	Elect Director Yura Barabash	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Eric Langan, Luke Lirot and Travis Reese are warranted for lack of a majority independent board.WITHHOLD votes for Luke Lirot are also warranted for serving as a non-independent member of a key board committee.WITHHOLD votes are warranted for Audit Committee members Yura Barabash, Elaine Martin, and Arthur Prialux for failing to address the material weaknesses in the company's internal controls in consecutive years.
RCI Hospitality Holdings, Inc.	14-Sep-21	Management	5	Yes	Elect Director Elaine J. Martin	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Eric Langan, Luke Lirot and Travis Reese are warranted for lack of a majority independent board.WITHHOLD votes for Luke Lirot are also warranted for serving as a non-independent member of a key board committee.WITHHOLD votes are warranted for Audit Committee members Yura Barabash, Elaine Martin, and Arthur Prialux for failing to address the material weaknesses in the company's internal controls in consecutive years.
RCI Hospitality Holdings, Inc.	14-Sep-21	Management	6	Yes	Elect Director Arthur Allan Prialux	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Eric Langan, Luke Lirot and Travis Reese are warranted for lack of a majority independent board.WITHHOLD votes for Luke Lirot are also warranted for serving as a non-independent member of a key board committee.WITHHOLD votes are warranted for Audit Committee members Yura Barabash, Elaine Martin, and Arthur Prialux for failing to address the material weaknesses in the company's internal controls in consecutive years.
RCI Hospitality Holdings, Inc.	14-Sep-21	Management	7	Yes	Ratify Friedman LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit
RCI Hospitality Holdings, Inc.	14-Sep-21	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
RCI Hospitality Holdings, Inc.	14-Sep-21	Management	9	Yes	Other Business	For	Against	Against	Against	A vote AGAINST this proposal is warranted, as proposals which are detrimental to shareholder value may arise without shareholders having the opportunity to make a fully informed vote on the
RCM Technologies, Inc.	16-Dec-21	Management	1	Yes	Elect Director Bradley S. Vizi	For	For	For	For	A vote FOR all director nominees is warranted.
RCM Technologies, Inc.	16-Dec-21	Management	2	Yes	Elect Director Roger H. Ballou	For	For	For	For	A vote FOR all director nominees is warranted.
RCM Technologies, Inc.	16-Dec-21	Management	3	Yes	Elect Director Richard A. Genovese	For	For	For	For	A vote FOR all director nominees is warranted.
RCM Technologies, Inc.	16-Dec-21	Management	4	Yes	Elect Director Swarna Srinivas Kakodkar	For	For	For	For	A vote FOR all director nominees is warranted.
RCM Technologies, Inc.	16-Dec-21	Management	5	Yes	Elect Director Jayanth S. Komarneni	For	For	For	For	A vote FOR all director nominees is warranted.
RCM Technologies, Inc.	16-Dec-21	Management	6	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: "The purchase price is reasonable;" The number of shares reserved is reasonable; and" The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
RCM Technologies, Inc.	16-Dec-21	Management	7	Yes	Ratify Macias, Gini & O'Connell LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit
RCM Technologies, Inc.	16-Dec-21	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to the following: "The company maintains a modified single trigger change in control provision in its severance agreement with an executive." The company does not disclose any pre-set metrics and goals for CEO awards.
RealNetworks, Inc.	30-Nov-21	Management	1	Yes	Elect Director Robert Glaser	For	Withhold	Withhold	Withhold	WITHHOLD votes for all director nominees are warranted for maintaining a long-term poison pill that has not been ratified by shareholders.
RealNetworks, Inc.	30-Nov-21	Management	2	Yes	Elect Director Bruce A. Jaffe	For	Withhold	Withhold	Withhold	WITHHOLD votes for all director nominees are warranted for maintaining a long-term poison pill that has not been ratified by shareholders.

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RealNetworks, Inc.	30-Nov-21	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
RealNetworks, Inc.	30-Nov-21	Management	4	Yes	Ratify BDO USA, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit
Regal Beloit Corporation	01-Sep-21	Management	1	Yes	Issue Shares in Connection with Acquisition	For	For	For	For	A vote FOR this proposal is warranted given the logical strategic rationale, anticipated cost synergies, and positive market reaction.
Regal Beloit Corporation	01-Sep-21	Management	2	Yes	Change Company Name to Regal Rexnord Corporation	For	For	For	For	A vote FOR this proposal is warranted given that it is unlikely that the name change would have a negative financial impact on the company and the underlying business combination warrants shareholder support.
Regal Beloit Corporation	01-Sep-21	Management	3	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted given that the size of the proposed increase in the number of authorized common stock is reasonable and there are no substantial concerns with the company's past use of shares. In addition, the underlying business combination warrants
Regal Beloit Corporation	01-Sep-21	Management	4	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted as the underlying transaction merits support.
Regis Corporation	26-Oct-21	Management	1	Yes	Elect Director Lockie Andrews	For	For	For	For	A vote FOR all director nominees is warranted.
Regis Corporation	26-Oct-21	Management	2	Yes	Elect Director Felipe A. Athayde	For	For	For	For	A vote FOR all director nominees is warranted.
Regis Corporation	26-Oct-21	Management	3	Yes	Elect Director Daniel G. Beltzman	For	For	For	For	A vote FOR all director nominees is warranted.
Regis Corporation	26-Oct-21	Management	4	Yes	Elect Director David J. Grissen	For	For	For	For	A vote FOR all director nominees is warranted.
Regis Corporation	26-Oct-21	Management	5	Yes	Elect Director Mark S. Light	For	For	For	For	A vote FOR all director nominees is warranted.
Regis Corporation	26-Oct-21	Management	6	Yes	Elect Director Michael Mansbach	For	For	For	For	A vote FOR all director nominees is warranted.
Regis Corporation	26-Oct-21	Management	7	Yes	Elect Director Michael J. Merriman	For	For	For	For	A vote FOR all director nominees is warranted.
Regis Corporation	26-Oct-21	Management	8	Yes	Elect Director M. Ann Rhoades	For	For	For	For	A vote FOR all director nominees is warranted.
Regis Corporation	26-Oct-21	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Concerns regarding the sizeable time-based equity grants and the short vesting period of the RSUs received by the newly appointed CEO are mitigated as these are one-time awards made in connection with his appointment and are not expected to be recurring. In addition, the annual incentive program is based on pre-set objective measures.
Regis Corporation	26-Oct-21	Management	10	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Reliant Bancorp, Inc.	08-Dec-21	Management	1	Yes	Approve Merger Agreement	For	For	For	For	Given the premium as of publication date to shares' all-time closing high, the expected cost savings, and the opportunity to participate in the potential upside of a larger financial institution, support FOR the transaction is warranted.
Reliant Bancorp, Inc.	08-Dec-21	Management	2	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although NEOs' existing agreements provide for cash severance that is double trigger and reasonably based, the merger proxy indicates that NEOs are expected to receive their severance payments in exchange for entering into a settlement and release agreement. Given that the merger proxy does not disclose that payment of such amounts requires a qualifying termination, and the CEO is expected to continue with the combined company, the cash severance is effectively single trigger. In addition, equity awards are single
Reliant Bancorp, Inc.	08-Dec-21	Management	3	Yes	Adjourn Meeting	For	For	For	For	Support FOR this proposal is warranted, as the underlying transaction merits support.
Resources Connection, Inc.	21-Oct-21	Management	1	Yes	Elect Director Donald B. Murray	For	For	Against	Against	Votes AGAINST non-independent nominees Donald Murray and A. Robert Pisano are warranted for lack of a majority independent board.Votes AGAINST A. Robert Pisano are also warranted for serving as a non-independent member of certain key board committees.A vote FOR Lisa M. Pierozzi is warranted.
Resources Connection, Inc.	21-Oct-21	Management	2	Yes	Elect Director Lisa M. Pierozzi	For	For	For	For	Votes AGAINST non-independent nominees Donald Murray and A. Robert Pisano are warranted for lack of a majority independent board.Votes AGAINST A. Robert Pisano are also warranted for serving as a non-independent member of certain key board committees.A vote FOR Lisa M. Pierozzi is warranted.
Resources Connection, Inc.	21-Oct-21	Management	3	Yes	Elect Director A. Robert Pisano	For	For	Against	Against	Votes AGAINST non-independent nominees Donald Murray and A. Robert Pisano are warranted for lack of a majority independent board.Votes AGAINST A. Robert Pisano are also warranted for serving as a non-independent member of certain key board committees.A vote FOR Lisa M. Pierozzi is warranted.
Resources Connection, Inc.	21-Oct-21	Management	4	Yes	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
Resources Connection, Inc.	21-Oct-21	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Rexnord Corporation	01-Sep-21	Management	1	Yes	Approve Merger Agreement	For	For	For	For	A vote FOR this proposal is warranted given the logical strategic rationale, anticipated cost synergies, and positive market reaction.
Rexnord Corporation	01-Sep-21	Management	2	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Despite the transactions not constituting a change in control under the company's compensation plans, the vesting of the PSUs will automatically accelerate in connection with the merger and the performance assessment of such PSUs can be
Rexnord Corporation	01-Sep-21	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted as the underlying transaction merits support.
Richardson Electronics, Ltd.	05-Oct-21	Management	1	Yes	Elect Director Edward J. Richardson	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Richardson Electronics, Ltd.	05-Oct-21	Management	2	Yes	Elect Director Paul J. Plante	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Richardson Electronics, Ltd.	05-Oct-21	Management	3	Yes	Elect Director Jacques Belin	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Richardson Electronics, Ltd.	05-Oct-21	Management	4	Yes	Elect Director James Benham	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Richardson Electronics, Ltd.	05-Oct-21	Management	5	Yes	Elect Director Kenneth Halverson	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Richardson Electronics, Ltd.	05-Oct-21	Management	6	Yes	Elect Director Robert Kluge	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Richardson Electronics, Ltd.	05-Oct-21	Management	7	Yes	Elect Director Wendy Diddell	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Richardson Electronics, Ltd.	05-Oct-21	Management	8	Yes	Ratify BDO USA, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Richardson Electronics, Ltd.	05-Oct-21	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain a modified single trigger change in control provision. In addition, equity awards to the CEO in the most recent fiscal year lack performance-vesting conditions.
Riverview Bancorp, Inc.	25-Aug-21	Management	1	Yes	Elect Director John A. Karas	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kevin Lycklama, John Karas and Jerry Olson are warranted for lack of a majority independent board.WITHHOLD votes for John Karas and Jerry Olson are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for incumbent Audit Committee members John Karas and Jerry Olson are warranted for failing to include auditor ratification on the proxy ballot.A vote FOR Stacey
Riverview Bancorp, Inc.	25-Aug-21	Management	2	Yes	Elect Director Kevin J. Lycklama	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kevin Lycklama, John Karas and Jerry Olson are warranted for lack of a majority independent board.WITHHOLD votes for John Karas and Jerry Olson are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for incumbent Audit Committee members John Karas and Jerry Olson are warranted for failing to include auditor ratification on the proxy ballot.A vote FOR Stacey

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Riverview Bancorp, Inc.	25-Aug-21	Management	3	Yes	Elect Director Stacey A. Graham	For	For	For	For	WITHHOLD votes for non-independent nominees Kevin Lycklama, John Karas and Jerry Olson are warranted for lack of a majority independent board.WITHHOLD votes for John Karas and Jerry Olson are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for incumbent Audit Committee members John Karas and Jerry Olson are warranted for failing to include auditor ratification on the proxy ballot.A vote FOR Stacey
Riverview Bancorp, Inc.	25-Aug-21	Management	4	Yes	Elect Director Jerry C. Olson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kevin Lycklama, John Karas and Jerry Olson are warranted for lack of a majority independent board.WITHHOLD votes for John Karas and Jerry Olson are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for incumbent Audit Committee members John Karas and Jerry Olson are warranted for failing to include auditor ratification on the proxy ballot.A vote FOR Stacey
Riverview Bancorp, Inc.	25-Aug-21	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Sanderson Farms, Inc.	21-Oct-21	Management	1	Yes	Approve Merger Agreement	For	For	For	For	The proposed consideration represents a 30.3 percent premium to the unaffected date of June 18, 2021 and a 15.2 percent premium to the all-time closing high of \$176.22 reached on Dec. 20, 2019. The board appears to have conducted a reasonably thorough process, which included an outreach to multiple potential parties. In light of these factors, as well as the cash form of consideration, which provides immediate certainty and liquidity, support FOR the proposed
Sanderson Farms, Inc.	21-Oct-21	Management	2	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although cash severance is double trigger and reasonably based, the majority of NEOs' equity awards will accelerate in connection with the closing. Further, performance shares will generally be deemed earned at maximum levels.
Sanderson Farms, Inc.	21-Oct-21	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted given support for the underlying transaction.
Sapiens International Corp. NV	22-Dec-21	Management	1	Yes	Reelect Guy Bernstein as Director	For	For	Against	Against	Votes AGAINST Guy Bernstein are warranted for serving as a non-independent member of a key board committee, and for serving on more than two public boards while serving as a CEO of an outside company.Votes AGAINST non-independent director nominees Guy Bernstein and Roni Al Dor are warranted due to the company's lack of a formal nominating committee.Votes FOR the remaining director nominees are warranted at this time.
Sapiens International Corp. NV	22-Dec-21	Management	2	Yes	Reelect Roni Al Dor as Director	For	For	Withhold	Withhold	Votes AGAINST Guy Bernstein are warranted for serving as a non-independent member of a key board committee, and for serving on more than two public boards while serving as a CEO of an outside company.Votes AGAINST non-independent director nominees Guy Bernstein and Roni Al Dor are warranted due to the company's lack of a formal nominating committee.Votes FOR the remaining director nominees are warranted at this time.
Sapiens International Corp. NV	22-Dec-21	Management	3	Yes	Reelect Eyal Ben-Chlouche as Director	For	For	For	For	Votes AGAINST Guy Bernstein are warranted for serving as a non-independent member of a key board committee, and for serving on more than two public boards while serving as a CEO of an outside company.Votes AGAINST non-independent director nominees Guy Bernstein and Roni Al Dor are warranted due to the company's lack of a formal nominating committee.Votes FOR the remaining director nominees are warranted at this time.
Sapiens International Corp. NV	22-Dec-21	Management	4	Yes	Reelect Yacov Elinav as Director	For	For	For	For	Votes AGAINST Guy Bernstein are warranted for serving as a non-independent member of a key board committee, and for serving on more than two public boards while serving as a CEO of an outside company.Votes AGAINST non-independent director nominees Guy Bernstein and Roni Al Dor are warranted due to the company's lack of a formal nominating committee.Votes FOR the remaining director nominees are warranted at this time.
Sapiens International Corp. NV	22-Dec-21	Management	5	Yes	Reelect Uzi Netanel as Director	For	For	For	For	Votes AGAINST Guy Bernstein are warranted for serving as a non-independent member of a key board committee, and for serving on more than two public boards while serving as a CEO of an outside company.Votes AGAINST non-independent director nominees Guy Bernstein and Roni Al Dor are warranted due to the company's lack of a formal nominating committee.Votes FOR the remaining director nominees are warranted at this time.
Sapiens International Corp. NV	22-Dec-21	Management	6	Yes	Reelect Naamit Salomon as Director	For	For	For	For	Votes AGAINST Guy Bernstein are warranted for serving as a non-independent member of a key board committee, and for serving on more than two public boards while serving as a CEO of an outside company.Votes AGAINST non-independent director nominees Guy Bernstein and Roni Al Dor are warranted due to the company's lack of a formal nominating committee.Votes FOR the remaining director nominees are warranted at this time.
Sapiens International Corp. NV	22-Dec-21	Management	7	Yes	Accept Financial Statements and Statutory Reports	For	For	For	For	In the absence of any known issues concerning the company's audited accounts and financial statements, a vote FOR this resolution is warranted.
Sapiens International Corp. NV	22-Dec-21	Management	8	Yes	Reappoint Kost, Forer, Gabbay, and Kasierer as Auditors and Author	For	For	For	For	A vote FOR this item is warranted as non-audit fees are less than 25 percent of total fees paid.
Scholastic Corporation	22-Sep-21	Management	1	Yes	Elect Director James W. Barge	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James Barge and John Davies are warranted because:" The board is less than majority independent;" They serve as non-independent members of a key board committee; and" They failed to include auditor ratification on the proxy ballot.
Scholastic Corporation	22-Sep-21	Management	2	Yes	Elect Director John L. Davies	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James Barge and John Davies are warranted because:" The board is less than majority independent;" They serve as non-independent members of a key board committee; and" They failed to include auditor ratification on the proxy ballot.
Select Bancorp, Inc.	17-Sep-21	Management	1	Yes	Approve Merger Agreement	For	For	For	For	A vote FOR this proposal is warranted in light of the implied premium, the downside risk of non-approval, and the strategic rationale.
Select Bancorp, Inc.	17-Sep-21	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR the proposal is warranted. Although unvested equity awards are subject to single-trigger vesting, actual amounts are modest. In addition, cash severance is double trigger and, while the basis is unusual, estimated amounts are reasonable in magnitude, and no excise tax gross-ups are expected to be paid.
Select Bancorp, Inc.	17-Sep-21	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted, as support for the underlying transaction is warranted.
Select Interior Concepts, Inc.	19-Oct-21	Management	1	Yes	Approve Merger Agreement	For	For	For	For	Given the company's three discrete sale processes, the premium to the company's all-time high closing price, the reasonable valuation, and the downside risk of non-approval, support FOR the transaction is warranted.
Select Interior Concepts, Inc.	19-Oct-21	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Although equity awards are effectively subject to single trigger vesting, cash severance is double trigger and reasonably based, and no excise tax gross ups are payable.
Select Interior Concepts, Inc.	19-Oct-21	Management	3	Yes	Adjourn Meeting	For	For	For	For	Support FOR this proposal is warranted, as the underlying transaction merits support.
SelectQuote, Inc.	27-Oct-21	Management	1	Yes	Elect Director Earl H. Devanny, III	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Earl Devanny III and Raymond Weldon given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact changes to the bylaws and the classified board, each of which adversely impacts shareholder rights.

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SelectQuote, Inc.	27-Oct-21	Management	2	Yes	Elect Director Raymond F. Weldon	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Earl Devanny III and Raymond Weldon given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact changes to the bylaws and the classified board, each of which adversely impacts shareholder rights.
SelectQuote, Inc.	27-Oct-21	Management	3	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
SelectQuote, Inc.	27-Oct-21	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
SelectQuote, Inc.	27-Oct-21	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Seneca Foods Corporation	11-Aug-21	Management	1	Yes	Elect Director Keith A. Woodward	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Paul Palmby and Donald (Don) Stuart are warranted for lack of a majority independent board.WITHHOLD votes for incumbent nominee Keith Woodward are warranted due to the company's problematic pay practices, including the automatic accelerated vesting of equity upon a change-in-control, absence of risk-mitigating policies, and lack of long-term performance metrics for executive awards.A vote FOR Linda Nelson is warranted.
Seneca Foods Corporation	11-Aug-21	Management	2	Yes	Elect Director Donald J. Stuart	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Paul Palmby and Donald (Don) Stuart are warranted for lack of a majority independent board.WITHHOLD votes for incumbent nominee Keith Woodward are warranted due to the company's problematic pay practices, including the automatic accelerated vesting of equity upon a change-in-control, absence of risk-mitigating policies, and lack of long-term performance metrics for executive awards.A vote FOR Linda Nelson is warranted.
Seneca Foods Corporation	11-Aug-21	Management	3	Yes	Elect Director Linda K. Nelson	For	For	For	For	WITHHOLD votes for non-independent nominees Paul Palmby and Donald (Don) Stuart are warranted for lack of a majority independent board.WITHHOLD votes for incumbent nominee Keith Woodward are warranted due to the company's problematic pay practices, including the automatic accelerated vesting of equity upon a change-in-control, absence of risk-mitigating policies, and lack of long-term performance metrics for executive awards.A vote FOR Linda Nelson is warranted.
Seneca Foods Corporation	11-Aug-21	Management	4	Yes	Elect Director Paul L. Palmby	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Paul Palmby and Donald (Don) Stuart are warranted for lack of a majority independent board.WITHHOLD votes for incumbent nominee Keith Woodward are warranted due to the company's problematic pay practices, including the automatic accelerated vesting of equity upon a change-in-control, absence of risk-mitigating policies, and lack of long-term performance metrics for executive awards.A vote FOR Linda Nelson is warranted.
Seneca Foods Corporation	11-Aug-21	Management	5	Yes	Ratify Plante Moran, PC as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Sharps Compliance Corp.	18-Nov-21	Management	1	Yes	Elect Director Sharon R. Gabrielson	For	For	For	For	WITHHOLD votes for Parris Holmes are also warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Sharps Compliance Corp.	18-Nov-21	Management	2	Yes	Elect Director Parris H. Holmes	For	For	Withhold	Withhold	WITHHOLD votes for Parris Holmes are also warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Sharps Compliance Corp.	18-Nov-21	Management	3	Yes	Elect Director W. Patrick Mulloy, II	For	For	For	For	WITHHOLD votes for Parris Holmes are also warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Sharps Compliance Corp.	18-Nov-21	Management	4	Yes	Elect Director David P. Tusa	For	For	For	For	WITHHOLD votes for Parris Holmes are also warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Sharps Compliance Corp.	18-Nov-21	Management	5	Yes	Elect Director Susan N. Vogt	For	For	For	For	WITHHOLD votes for Parris Holmes are also warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Sharps Compliance Corp.	18-Nov-21	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, support FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Sharps Compliance Corp.	18-Nov-21	Management	7	Yes	Ratify BDO USA, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit
SharpSpring, Inc.	25-Aug-21	Management	1	Yes	Approve Merger Agreement	For	For	For	For	The sales process appears reasonably thorough, shareholders are receiving a premium, the valuation appears fair, there is a potential downside risk of non-approval, and the cash form of consideration provides liquidity and certainty of value. As such, support FOR the proposed
SharpSpring, Inc.	25-Aug-21	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Although three executives will receive transaction bonuses and certain equity awards are single trigger, cash severance is double trigger and reasonably based, with no excise tax gross-ups, and the majority of the CEO's equity awards will be converted to a retention award subject to double-trigger acceleration.
SharpSpring, Inc.	25-Aug-21	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this agenda item is warranted as the underlying transaction warrants support.
Shore Bancshares, Inc.	22-Oct-21	Management	1	Yes	Approve Merger and Issuance of Shares in Connection with Merger	For	For	For	For	Given the opportunity to expand the bank's served market into attractive adjacent areas as well as the expected EPS accretion post-merger, support FOR the transaction is warranted.
Shore Bancshares, Inc.	22-Oct-21	Management	2	Yes	Adjourn Meeting	For	For	For	For	Support FOR this proposal is warranted, as the underlying transaction merits support.
Sio Gene Therapies Inc.	23-Sep-21	Management	1	Yes	Elect Director Frank Torti	For	For	Against	Against	
Sio Gene Therapies Inc.	23-Sep-21	Management	2	Yes	Elect Director Atul Pande	For	For	For	For	Votes AGAINST Berndt Modig are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is
Sio Gene Therapies Inc.	23-Sep-21	Management	3	Yes	Elect Director Pavan Cheruvu	For	For	Against	Against	
Sio Gene Therapies Inc.	23-Sep-21	Management	4	Yes	Elect Director Berndt Modig	For	For	Against	Against	Votes AGAINST Berndt Modig are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is
Sio Gene Therapies Inc.	23-Sep-21	Management	5	Yes	Elect Director Senthil Sundaram	For	For	For	For	Votes AGAINST Berndt Modig are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is
Sio Gene Therapies Inc.	23-Sep-21	Management	6	Yes	Elect Director Eric Venker	For	For	Against	Against	
Sio Gene Therapies Inc.	23-Sep-21	Management	7	Yes	Elect Director Kristina Vuori	For	For	For	For	Votes AGAINST Berndt Modig are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is
Sio Gene Therapies Inc.	23-Sep-21	Management	8	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit
Sio Gene Therapies Inc.	23-Sep-21	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Sio Gene Therapies Inc.	23-Sep-21	Management	10	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Sio Gene Therapies Inc.	23-Sep-21	Management	11	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because:" The company's potential Voting Power Dilution (VPD) for all incentive plans of 25.84 percent is excessive." The plan contains an evergreen feature." The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards." The plan permits repricing and exchange of grants without shareholder approval." The plan permits cash buyout of awards without shareholder approval.
Skyline Champion Corporation	03-Aug-21	Management	1	Yes	Elect Director Keith Anderson	For	For	For	For	A vote FOR all director nominees is warranted.

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Skyline Champion Corporation	03-Aug-21	Management	2	Yes	Elect Director Michael Berman	For	For	For	For	A vote FOR all director nominees is warranted.
Skyline Champion Corporation	03-Aug-21	Management	3	Yes	Elect Director Timothy Bernlohr	For	For	For	For	A vote FOR all director nominees is warranted.
Skyline Champion Corporation	03-Aug-21	Management	4	Yes	Elect Director Eddie Capel	For	For	For	For	A vote FOR all director nominees is warranted.
Skyline Champion Corporation	03-Aug-21	Management	5	Yes	Elect Director John C. Firth	For	For	For	For	A vote FOR all director nominees is warranted.
Skyline Champion Corporation	03-Aug-21	Management	6	Yes	Elect Director Michael Kaufman	For	For	For	For	A vote FOR all director nominees is warranted.
Skyline Champion Corporation	03-Aug-21	Management	7	Yes	Elect Director Erin Mulligan Nelson	For	For	For	For	A vote FOR all director nominees is warranted.
Skyline Champion Corporation	03-Aug-21	Management	8	Yes	Elect Director Gary E. Robinette	For	For	For	For	A vote FOR all director nominees is warranted.
Skyline Champion Corporation	03-Aug-21	Management	9	Yes	Elect Director Mark Yost	For	For	For	For	A vote FOR all director nominees is warranted.
Skyline Champion Corporation	03-Aug-21	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
Skyline Champion Corporation	03-Aug-21	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Smith & Wesson Brands, Inc.	27-Sep-21	Management	1	Yes	Elect Director Robert L. Scott	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Scott, Mark Smith, John Furman, Michael Golden, and Barry Monheit are warranted for lack of a majority independent board.WITHHOLD votes for Robert Scott, John Furman and Barry Monheit are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is
Smith & Wesson Brands, Inc.	27-Sep-21	Management	2	Yes	Elect Director Michael F. Golden	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Scott, Mark Smith, John Furman, Michael Golden, and Barry Monheit are warranted for lack of a majority independent board.WITHHOLD votes for Robert Scott, John Furman and Barry Monheit are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is
Smith & Wesson Brands, Inc.	27-Sep-21	Management	3	Yes	Elect Director Anita D. Britt	For	For	For	For	WITHHOLD votes for non-independent nominees Robert Scott, Mark Smith, John Furman, Michael Golden, and Barry Monheit are warranted for lack of a majority independent board.WITHHOLD votes for Robert Scott, John Furman and Barry Monheit are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is
Smith & Wesson Brands, Inc.	27-Sep-21	Management	4	Yes	Elect Director Fred M. Diaz	For	For	For	For	WITHHOLD votes for non-independent nominees Robert Scott, Mark Smith, John Furman, Michael Golden, and Barry Monheit are warranted for lack of a majority independent board.WITHHOLD votes for Robert Scott, John Furman and Barry Monheit are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is
Smith & Wesson Brands, Inc.	27-Sep-21	Management	5	Yes	Elect Director John B. Furman	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Scott, Mark Smith, John Furman, Michael Golden, and Barry Monheit are warranted for lack of a majority independent board.WITHHOLD votes for Robert Scott, John Furman and Barry Monheit are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is
Smith & Wesson Brands, Inc.	27-Sep-21	Management	6	Yes	Elect Director Barry M. Monheit	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Scott, Mark Smith, John Furman, Michael Golden, and Barry Monheit are warranted for lack of a majority independent board.WITHHOLD votes for Robert Scott, John Furman and Barry Monheit are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is
Smith & Wesson Brands, Inc.	27-Sep-21	Management	7	Yes	Elect Director Mark P. Smith	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Scott, Mark Smith, John Furman, Michael Golden, and Barry Monheit are warranted for lack of a majority independent board.WITHHOLD votes for Robert Scott, John Furman and Barry Monheit are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is
Smith & Wesson Brands, Inc.	27-Sep-21	Management	8	Yes	Elect Director Denis G. Suggs	For	For	For	For	WITHHOLD votes for non-independent nominees Robert Scott, Mark Smith, John Furman, Michael Golden, and Barry Monheit are warranted for lack of a majority independent board.WITHHOLD votes for Robert Scott, John Furman and Barry Monheit are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is
Smith & Wesson Brands, Inc.	27-Sep-21	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Smith & Wesson Brands, Inc.	27-Sep-21	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit
Smith & Wesson Brands, Inc.	27-Sep-21	Management	11	Yes	Approve Qualified Employee Stock Purchase Plan	For	For	Against	Against	Despite the fact that the plan complies with Section 423 of the Internal Revenue Code and the reasonable offering period, a vote AGAINST this proposal is warranted given that the number of shares reserved would cause excessive voting power dilution.
Smith & Wesson Brands, Inc.	27-Sep-21	Shareholder	12	Yes	Adopt a Comprehensive Human Rights Policy	Against	For	For	For	A vote FOR this proposal is warranted, as additional information on the company's human rights risks and impacts would help investors better understand how the company is managing its reputational, financial, legal, and regulatory risks related to human rights.
Southern Missouri Bancorp, Inc.	25-Oct-21	Management	1	Yes	Elect Director Greg A. Steffens	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees L. Douglas Bagby and Greg Steffens are warranted for lack of a majority independent board.WITHHOLD votes for L. Douglas Bagby are also warranted for serving as a non-independent member of a key board committee.A vote FOR Todd E. Hensley is warranted.
Southern Missouri Bancorp, Inc.	25-Oct-21	Management	2	Yes	Elect Director L. Douglas Bagby	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees L. Douglas Bagby and Greg Steffens are warranted for lack of a majority independent board.WITHHOLD votes for L. Douglas Bagby are also warranted for serving as a non-independent member of a key board committee.A vote FOR Todd E. Hensley is warranted.
Southern Missouri Bancorp, Inc.	25-Oct-21	Management	3	Yes	Elect Director Todd E. Hensley	For	For	For	For	WITHHOLD votes for non-independent nominees L. Douglas Bagby and Greg Steffens are warranted for lack of a majority independent board.WITHHOLD votes for L. Douglas Bagby are also warranted for serving as a non-independent member of a key board committee.A vote FOR Todd E. Hensley is warranted.
Southern Missouri Bancorp, Inc.	25-Oct-21	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The company entered into a new severance agreement with an NEO within the past fiscal year that provides for excessive severance payout
Southern Missouri Bancorp, Inc.	25-Oct-21	Management	5	Yes	Ratify BKD, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because:" the non-auditing consulting fees represent more than 25 percent of total fees paid; and" the auditor's tenure at the company exceeds seven years.
Southwestern Energy Company	27-Aug-21	Management	1	Yes	Issue Shares in Connection with Merger	For	For	For	For	The strategic rationale appears sound, as the company will add a diversified position in the Haynesville Basin. Additionally, the transaction is expected to be immediately accretive to free cash flow, improve margins, and accelerate a reduction in leverage ratio. Given the strategic rationale, and the expected deleveraging potential, a vote FOR the merger is warranted.
Southwestern Energy Company	27-Aug-21	Management	2	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted given that the proposed increase in authorized shares of common stock is reasonable and there are no substantial concerns about the company's past use of shares.
Southwestern Energy Company	27-Aug-21	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted as the underlying transaction (Item 1) merits support.
Spectrum Brands Holdings, Inc.	03-Aug-21	Management	1	Yes	Elect Director David M. Maura	For	For	For	For	Votes FOR the director nominees are warranted.
Spectrum Brands Holdings, Inc.	03-Aug-21	Management	2	Yes	Elect Director Terry L. Polistina	For	For	For	For	Votes FOR the director nominees are warranted.
Spectrum Brands Holdings, Inc.	03-Aug-21	Management	3	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Spectrum Brands Holdings, Inc.	03-Aug-21	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While some concern is raised regarding the STI and LTI plans' reliance on the same metrics for FY20, the addition of new incentive metrics somewhat addresses the concerns. Moreover, incentive programs are primarily linked to pre-set financial
Spectrum Brands Holdings, Inc.	03-Aug-21	Management	5	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
Spero Therapeutics, Inc.	17-Aug-21	Management	1	Yes	Elect Director Cynthia Smith	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Cynthia Smith, Scott Jackson, and John Pottage, Jr. given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Spero Therapeutics, Inc.	17-Aug-21	Management	2	Yes	Elect Director Scott Jackson	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Cynthia Smith, Scott Jackson, and John Pottage, Jr. given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Spero Therapeutics, Inc.	17-Aug-21	Management	3	Yes	Elect Director John C. Pottage, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Cynthia Smith, Scott Jackson, and John Pottage, Jr. given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Spero Therapeutics, Inc.	17-Aug-21	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Spero Therapeutics, Inc.	17-Aug-21	Management	5	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: " The company's potential Voting Power Dilution (VPD) for all incentive plans of 18.64 percent is excessive." The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Spero Therapeutics, Inc.	17-Aug-21	Management	6	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted given that the requested increase is reasonable, there are no substantial concerns about the company's past use of shares, and there is a specific and severe risk to shareholders of non-approval as the company's independent auditor concluded that there is a substantial doubt regarding the company's ability to continue as a going concern.
Spok Holdings, Inc.	20-Jul-21	Management	1	Yes	Elect Director N. Blair Butterfield	For	For	For	For	Votes AGAINST Royce Yudkoff and Matthew Oristano are warranted for serving as non-independent members of a key board committee.Votes For the remaining nominees are warranted.
Spok Holdings, Inc.	20-Jul-21	Management	2	Yes	Elect Director Bobbie Byrne	For	For	For	For	Votes AGAINST Royce Yudkoff and Matthew Oristano are warranted for serving as non-independent members of a key board committee.Votes For the remaining nominees are warranted.
Spok Holdings, Inc.	20-Jul-21	Management	3	Yes	Elect Director Christine M. Cournoyer	For	For	For	For	Votes AGAINST Royce Yudkoff and Matthew Oristano are warranted for serving as non-independent members of a key board committee.Votes For the remaining nominees are warranted.
Spok Holdings, Inc.	20-Jul-21	Management	4	Yes	Elect Director Stacia A. Hylton	For	For	For	For	Votes AGAINST Royce Yudkoff and Matthew Oristano are warranted for serving as non-independent members of a key board committee.Votes For the remaining nominees are warranted.
Spok Holdings, Inc.	20-Jul-21	Management	5	Yes	Elect Director Randy H. Hyun	For	For	For	For	Votes AGAINST Royce Yudkoff and Matthew Oristano are warranted for serving as non-independent members of a key board committee.Votes For the remaining nominees are warranted.
Spok Holdings, Inc.	20-Jul-21	Management	6	Yes	Elect Director Vincent D. Kelly	For	For	For	For	Votes AGAINST Royce Yudkoff and Matthew Oristano are warranted for serving as non-independent members of a key board committee.Votes For the remaining nominees are warranted.
Spok Holdings, Inc.	20-Jul-21	Management	7	Yes	Elect Director Matthew Oristano	For	For	Against	Against	Votes AGAINST Royce Yudkoff and Matthew Oristano are warranted for serving as non-independent members of a key board committee.Votes For the remaining nominees are warranted.
Spok Holdings, Inc.	20-Jul-21	Management	8	Yes	Elect Director Brett Shockley	For	For	For	For	Votes AGAINST Royce Yudkoff and Matthew Oristano are warranted for serving as non-independent members of a key board committee.Votes For the remaining nominees are warranted.
Spok Holdings, Inc.	20-Jul-21	Management	9	Yes	Elect Director Todd Stein	For	For	For	For	Votes AGAINST Royce Yudkoff and Matthew Oristano are warranted for serving as non-independent members of a key board committee.Votes For the remaining nominees are warranted.
Spok Holdings, Inc.	20-Jul-21	Management	10	Yes	Elect Director Royce Yudkoff	For	For	Against	Against	Votes AGAINST Royce Yudkoff and Matthew Oristano are warranted for serving as non-independent members of a key board committee.Votes For the remaining nominees are warranted.
Spok Holdings, Inc.	20-Jul-21	Management	11	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
Spok Holdings, Inc.	20-Jul-21	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Stamps.com Inc.	30-Sep-21	Management	1	Yes	Approve Merger Agreement	For	For	For	For	A vote FOR this proposal is warranted given the reasonably thorough strategic review process, the premium to the unaffected share price, and the potential downside risk of non-approval.
Stamps.com Inc.	30-Sep-21	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Although outstanding equity awards will automatically accelerate in connection with the merger and cash severance for the CEO is subject to a modified single trigger provision, the accelerated equity does not include any performance-conditioned awards and the amount of the CEO's potential severance payment is modest. Further, no other NEOs are entitled to cash severance, and no excise tax gross-ups are payable.
Stamps.com Inc.	30-Sep-21	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted as the underlying transaction warrants shareholder support.
Standex International Corporation	26-Oct-21	Management	1	Yes	Elect Director Robin J. Davenport	For	For	For	For	Votes AGAINST Charles Cannon Jr. are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Standex International Corporation	26-Oct-21	Management	2	Yes	Elect Director Jeffrey S. Edwards	For	For	For	For	Votes AGAINST Charles Cannon Jr. are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Standex International Corporation	26-Oct-21	Management	3	Yes	Elect Director B. Joanne Edwards	For	For	For	For	Votes AGAINST Charles Cannon Jr. are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Standex International Corporation	26-Oct-21	Management	4	Yes	Elect Director Charles H. Cannon, Jr.	For	For	Against	Against	Votes AGAINST Charles Cannon Jr. are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Standex International Corporation	26-Oct-21	Management	5	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Standex International Corporation	26-Oct-21	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While concerns are raised by the undisclosed forward-looking performance goals and the setting of performance targets below prior year's actual performance, such pay-for-performance concerns are mitigated at this time. The short- and long-term incentive programs are primarily based on objective performance metrics and prior cycle
Standex International Corporation	26-Oct-21	Management	7	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Standex International Corporation	26-Oct-21	Management	8	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
State Auto Financial Corporation	29-Sep-21	Management	1	Yes	Approve Merger Agreement	For	For	For	For	The merger consideration represents a premium of 201 percent over the price on the day prior to the announcement, and a premium of 36 percent over STFC's all-time high closing price. There also appears to be downside risk of non-approval given the material appreciation in STFC shares relative to peers since announcement. In consideration of these factors, a vote FOR this proposal is warranted.
State Auto Financial Corporation	29-Sep-21	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. While unvested equity will be cashed out and NEOs will receive modest single-trigger bonuses, cash severance is generally double trigger and reasonably based, and no excise tax gross-ups are payable.
State Auto Financial Corporation	29-Sep-21	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted, as the underlying transaction warrants shareholder support.
Steel Connect, Inc.	26-Jul-21	Management	1	Yes	Elect Director Jeffrey S. Wald	For	For	For	For	A vote FOR all director nominees is warranted.
Steel Connect, Inc.	26-Jul-21	Management	2	Yes	Elect Director Jeffrey J. Fenton	For	For	For	For	A vote FOR all director nominees is warranted.
Steel Connect, Inc.	26-Jul-21	Management	3	Yes	Elect Director Renata Simril	For	For	For	For	A vote FOR all director nominees is warranted.
Steel Connect, Inc.	26-Jul-21	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Steel Connect, Inc.	26-Jul-21	Management	5	Yes	Ratify BDO USA, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit
Steel Connect, Inc.	26-Jul-21	Management	6	Yes	Amend Tax Benefits Preservation Plan	For	For	For	For	A vote FOR this proposal is warranted. While the company's governance structure is concerning, the duration of the NOL pill is reasonable, the value of the NOL-related deferred tax assets to be protected is material, and there is some evidence that those assets may provide future economic benefit.
Steel Connect, Inc.	26-Jul-21	Management	7	Yes	Approve Reverse Stock Split	For	Against	Against	Against	A vote AGAINST this proposal is warranted as the reverse split would result in an excessive increase in the number of available and unissued authorized common shares.
Steel Connect, Inc.	26-Jul-21	Management	8	Yes	Reduce Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted as it would limit the effective increase in the number of authorized shares, pursuant to the reverse stock split.
Steelcase Inc.	14-Jul-21	Management	1	Yes	Elect Director Sara E. Armbruster	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Pew III, James Keane, Sara Armbruster, Connie Duckworth, Jennifer Niemann, Cathy Ross, Peter Wege II and Kate Wolters are warranted for lack of a majority independent board.Votes AGAINST Connie Duckworth, Cathy Ross, Peter Wege II and Kate Wolters are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Steelcase Inc.	14-Jul-21	Management	2	Yes	Elect Director Timothy C. E. Brown	For	For	For	For	Votes AGAINST non-independent nominees Robert Pew III, James Keane, Sara Armbruster, Connie Duckworth, Jennifer Niemann, Cathy Ross, Peter Wege II and Kate Wolters are warranted for lack of a majority independent board.Votes AGAINST Connie Duckworth, Cathy Ross, Peter Wege II and Kate Wolters are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Steelcase Inc.	14-Jul-21	Management	3	Yes	Elect Director Connie K. Duckworth	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Pew III, James Keane, Sara Armbruster, Connie Duckworth, Jennifer Niemann, Cathy Ross, Peter Wege II and Kate Wolters are warranted for lack of a majority independent board.Votes AGAINST Connie Duckworth, Cathy Ross, Peter Wege II and Kate Wolters are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Steelcase Inc.	14-Jul-21	Management	4	Yes	Elect Director James P. Keane	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Pew III, James Keane, Sara Armbruster, Connie Duckworth, Jennifer Niemann, Cathy Ross, Peter Wege II and Kate Wolters are warranted for lack of a majority independent board.Votes AGAINST Connie Duckworth, Cathy Ross, Peter Wege II and Kate Wolters are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Steelcase Inc.	14-Jul-21	Management	5	Yes	Elect Director Todd P. Kelsey	For	For	For	For	Votes AGAINST non-independent nominees Robert Pew III, James Keane, Sara Armbruster, Connie Duckworth, Jennifer Niemann, Cathy Ross, Peter Wege II and Kate Wolters are warranted for lack of a majority independent board.Votes AGAINST Connie Duckworth, Cathy Ross, Peter Wege II and Kate Wolters are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Steelcase Inc.	14-Jul-21	Management	6	Yes	Elect Director Jennifer C. Niemann	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Pew III, James Keane, Sara Armbruster, Connie Duckworth, Jennifer Niemann, Cathy Ross, Peter Wege II and Kate Wolters are warranted for lack of a majority independent board.Votes AGAINST Connie Duckworth, Cathy Ross, Peter Wege II and Kate Wolters are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Steelcase Inc.	14-Jul-21	Management	7	Yes	Elect Director Robert C. Pew, III	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Pew III, James Keane, Sara Armbruster, Connie Duckworth, Jennifer Niemann, Cathy Ross, Peter Wege II and Kate Wolters are warranted for lack of a majority independent board.Votes AGAINST Connie Duckworth, Cathy Ross, Peter Wege II and Kate Wolters are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Steelcase Inc.	14-Jul-21	Management	8	Yes	Elect Director Cathy D. Ross	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Pew III, James Keane, Sara Armbruster, Connie Duckworth, Jennifer Niemann, Cathy Ross, Peter Wege II and Kate Wolters are warranted for lack of a majority independent board.Votes AGAINST Connie Duckworth, Cathy Ross, Peter Wege II and Kate Wolters are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Steelcase Inc.	14-Jul-21	Management	9	Yes	Elect Director Catherine C. B. Schmelter	For	For	For	For	Votes AGAINST non-independent nominees Robert Pew III, James Keane, Sara Armbruster, Connie Duckworth, Jennifer Niemann, Cathy Ross, Peter Wege II and Kate Wolters are warranted for lack of a majority independent board.Votes AGAINST Connie Duckworth, Cathy Ross, Peter Wege II and Kate Wolters are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Steelcase Inc.	14-Jul-21	Management	10	Yes	Elect Director Peter M. Wege, II	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Pew III, James Keane, Sara Armbruster, Connie Duckworth, Jennifer Niemann, Cathy Ross, Peter Wege II and Kate Wolters are warranted for lack of a majority independent board.Votes AGAINST Connie Duckworth, Cathy Ross, Peter Wege II and Kate Wolters are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Steelcase Inc.	14-Jul-21	Management	11	Yes	Elect Director Linda K. Williams	For	For	For	For	Votes AGAINST non-independent nominees Robert Pew III, James Keane, Sara Armbruster, Connie Duckworth, Jennifer Niemann, Cathy Ross, Peter Wege II and Kate Wolters are warranted for lack of a majority independent board.Votes AGAINST Connie Duckworth, Cathy Ross, Peter Wege II and Kate Wolters are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Steelcase Inc.	14-Jul-21	Management	12	Yes	Elect Director Kate Pew Wolters	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Pew III, James Keane, Sara Armbruster, Connie Duckworth, Jennifer Niemann, Cathy Ross, Peter Wege II and Kate Wolters are warranted for lack of a majority independent board.Votes AGAINST Connie Duckworth, Cathy Ross, Peter Wege II and Kate Wolters are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Steelcase Inc.	14-Jul-21	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain excise tax gross-up provisions.
Steelcase Inc.	14-Jul-21	Management	14	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Steelcase Inc.	14-Jul-21	Management	15	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because:" the non-auditing consulting fees represent more than 25 percent of total fees paid; and" the auditor's tenure at the company exceeds seven years.
Sterling Bancorp	17-Aug-21	Management	1	Yes	Approve Merger Agreement	For	For	For	For	Although the merger consideration is currently valued at a discount to the unaffected date share price and the process did not include an auction or market check, the strategic rationale is sound, the valuation metrics appear fair, and the equity form of consideration will enable shareholders to participate in the potential benefits of anticipated cost synergies and earnings accretion. In light of the merit of the strategic rationale and equity form of consideration, support FOR the proposed transaction is warranted.
Sterling Bancorp	17-Aug-21	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Cash severance is double trigger, reasonably based, and no excise tax gross-ups are payable. In addition, equity awards will be converted to awards of acquirer with time-vesting conditions maintained, subject to double-trigger vesting.
Sterling Bancorp	17-Aug-21	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this agenda item is warranted as the underlying transaction warrants support.
Stratasys Ltd.	23-Nov-21	Management	1	Yes	Reelect Dov Ofer as Director	For	For	For	For	Votes AGAINST non-independent director nominees S. Scott Crump and David Reis are warranted due to the company's lack of a formal nominating committee.Votes AGAINST Yair Seroussi are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
Stratasys Ltd.	23-Nov-21	Management	2	Yes	Elect S. Scott Crump as Director	For	For	Against	Against	Votes AGAINST non-independent director nominees S. Scott Crump and David Reis are warranted due to the company's lack of a formal nominating committee.Votes AGAINST Yair Seroussi are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
Stratasys Ltd.	23-Nov-21	Management	3	Yes	Reelect John J. McEleney as Director	For	For	For	For	Votes AGAINST non-independent director nominees S. Scott Crump and David Reis are warranted due to the company's lack of a formal nominating committee.Votes AGAINST Yair Seroussi are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
Stratasys Ltd.	23-Nov-21	Management	4	Yes	Reelect Ziva Patir as Director	For	For	For	For	Votes AGAINST non-independent director nominees S. Scott Crump and David Reis are warranted due to the company's lack of a formal nominating committee.Votes AGAINST Yair Seroussi are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
Stratasys Ltd.	23-Nov-21	Management	5	Yes	Elect David Reis as Director	For	For	Against	Against	Votes AGAINST non-independent director nominees S. Scott Crump and David Reis are warranted due to the company's lack of a formal nominating committee.Votes AGAINST Yair Seroussi are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
Stratasys Ltd.	23-Nov-21	Management	6	Yes	Reelect Michael Schoellhorn as Director	For	For	For	For	Votes AGAINST non-independent director nominees S. Scott Crump and David Reis are warranted due to the company's lack of a formal nominating committee.Votes AGAINST Yair Seroussi are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
Stratasys Ltd.	23-Nov-21	Management	7	Yes	Reelect Yair Seroussi as Director	For	For	Against	Against	Votes AGAINST non-independent director nominees S. Scott Crump and David Reis are warranted due to the company's lack of a formal nominating committee.Votes AGAINST Yair Seroussi are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
Stratasys Ltd.	23-Nov-21	Management	8	Yes	Reelect Adina Shorr as Director	For	For	For	For	Votes AGAINST non-independent director nominees S. Scott Crump and David Reis are warranted due to the company's lack of a formal nominating committee.Votes AGAINST Yair Seroussi are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
Stratasys Ltd.	23-Nov-21	Management	9	Yes	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this item is warranted because the resulting level of dilution from the proposed amendment would not be excessive.
Stratasys Ltd.	23-Nov-21	Management	10	Yes	Approve Employee Stock Purchase Plan	For	For	For	For	A vote FOR this item is warranted for the following reasons:" The main terms of the plan do not deviate from market standard;" The current level of dilution is in line with Public Fund Advisory Services guidelines; and" The maximum personal investment threshold per year (\$25,000) appears reasonable.However, support is qualified due to the authorization of the board to modify certain components under the plan. This leaves excessive room for board discretion and particularly preventing shareholder to assess potential changes to purchase price.
Stratasys Ltd.	23-Nov-21	Management	11	Yes	Approve Adoption of Updated Compensation Policy	For	For	For	For	Vote FOR because the proposed compensation policy is broadly in line with market practice and does not raise apparent concerns.
Stratasys Ltd.	23-Nov-21	Management	12	Yes	Approve Modified Annual Compensation Package for Present and Future Executives	For	For	For	For	A vote FOR this item is warranted, because:" The company has provided sufficient information on the cash compensation terms and there are no apparent concerns." The level of dilution in the company is in line with recommended guidelines.
Stratasys Ltd.	23-Nov-21	Management	13	Yes	Reappoint Kesselman and Kesselman as Auditors	For	For	For	For	A vote FOR this item is warranted as non-audit fees are less than 25 percent of total fees paid.
Stratasys Ltd.	23-Nov-21	Management	14	No	Discuss Financial Statements and the Report of the Board					No vote is required for this item.
Stratasys Ltd.	23-Nov-21	Management	15	Yes	Vote FOR if you are NOT a controlling shareholder and do NOT have a personal interest related to these agenda items, or else their ballots will be disqualified.	None	Refer	Refer	Against	Shareholders must indicate whether they are controlling shareholders or have a personal interest related to these agenda items, or else their ballots will be disqualified.
STRATTEC SECURITY CORPORATION	05-Oct-21	Management	1	Yes	Elect Director Harold M. Stratton, II	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Harold Stratton II are warranted for lack of a majority independent board.WITHHOLD votes for incumbent Audit Committee member Thomas Florsheim Jr. are warranted for neglecting to include auditor ratification on the proxy ballot.
STRATTEC SECURITY CORPORATION	05-Oct-21	Management	2	Yes	Elect Director Thomas W. Florsheim, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Harold Stratton II are warranted for lack of a majority independent board.WITHHOLD votes for incumbent Audit Committee member Thomas Florsheim Jr. are warranted for neglecting to include auditor ratification on the proxy ballot.
STRATTEC SECURITY CORPORATION	05-Oct-21	Management	3	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR the proposal is warranted given that the size of the proposed increase is reasonable and there are no substantial concerns about the company's past use of shares.

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Dimensional Fund Advisors Proxy Votes - July to December 31, 2021 Compared to ISS and Public Fund Policy Recommendations										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
STRATTEC SECURITY CORPORATION	05-Oct-21	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because:" The company maintains agreements that contain a modified single trigger change in control provision;" The company does not disclose a compensation clawback policy, stock ownership guidelines, or holding period requirements for executives;" Equity award arrangements provide for automatic accelerated vesting upon a CIC; and" The company does not condition vesting of long-term awards on achievement of performance.
Stride, Inc.	10-Dec-21	Management	1	Yes	Elect Director Aida M. Alvarez	For	For	For	For	WITHHOLD votes for Steven Fink are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Stride, Inc.	10-Dec-21	Management	2	Yes	Elect Director Craig R. Barrett	For	For	For	For	WITHHOLD votes for Steven Fink are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Stride, Inc.	10-Dec-21	Management	3	Yes	Elect Director Robert L. Cohen	For	For	For	For	WITHHOLD votes for Steven Fink are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Stride, Inc.	10-Dec-21	Management	4	Yes	Elect Director Nathaniel A. Davis	For	For	For	For	WITHHOLD votes for Steven Fink are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Stride, Inc.	10-Dec-21	Management	5	Yes	Elect Director Steven B. Fink	For	For	Withhold	Withhold	WITHHOLD votes for Steven Fink are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Stride, Inc.	10-Dec-21	Management	6	Yes	Elect Director Victoria D. Harker	For	For	For	For	WITHHOLD votes for Steven Fink are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Stride, Inc.	10-Dec-21	Management	7	Yes	Elect Director Robert E. Knowing, Jr.	For	For	For	For	WITHHOLD votes for Steven Fink are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Stride, Inc.	10-Dec-21	Management	8	Yes	Elect Director Liza McFadden	For	For	For	For	WITHHOLD votes for Steven Fink are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Stride, Inc.	10-Dec-21	Management	9	Yes	Elect Director James J. Rhyu	For	For	For	For	WITHHOLD votes for Steven Fink are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Stride, Inc.	10-Dec-21	Management	10	Yes	Ratify BDO USA, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
Stride, Inc.	10-Dec-21	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The compensation committee has demonstrated sufficient responsiveness to shareholder concerns contributing to the failed vote for the 2020 say-on-pay proposal and implemented positive changes to the pay program to address their feedback. In addition, pay and performance are reasonably aligned at this time.
Stride, Inc.	10-Dec-21	Shareholder	12	Yes	Report on Lobbying Payments and Policy	Against	For	For	For	A vote FOR this proposal is warranted, as additional disclosure of the company's direct and indirect lobbying-related policies, expenditures and board oversight mechanisms would help shareholders better assess the risks and benefits associated with the company's participation in the public policy process.
Strongbridge Biopharma Plc	08-Sep-21	Management	3	Yes	Approve Scheme of Arrangement	For	For	For	For	In consideration of the valuation, the strategic rationale and anticipated cost synergies, the expected diversification, and the potential CVR payouts, a vote FOR the merger is warranted.
Strongbridge Biopharma Plc	08-Sep-21	Management	5	Yes	Approve Scheme of Arrangement	For	For	For	For	In consideration of the valuation, the strategic rationale and anticipated cost synergies, the expected diversification, and the potential CVR payouts, a vote FOR the merger is warranted.
Strongbridge Biopharma Plc	08-Sep-21	Management	6	Yes	Approve Cancellation of Cancellation Shares	For	For	For	For	As this proposal is in connection with the scheme, which warrant supports, a vote FOR this resolution is warranted.
Strongbridge Biopharma Plc	08-Sep-21	Management	7	Yes	Authorize Board to Allot and Issue Shares	For	For	For	For	As this proposal is in connection with the scheme, which warrant supports, a vote FOR this resolution is warranted.
Strongbridge Biopharma Plc	08-Sep-21	Management	8	Yes	Amend Articles of Association	For	For	For	For	As this proposal is in connection with the scheme, which warrant supports, a vote FOR this resolution is warranted.
Strongbridge Biopharma Plc	08-Sep-21	Management	9	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although cash severance is double trigger and reasonably based, with no excise tax gross-ups, all equity awards are subject to single-trigger acceleration. In addition, certain stock options may be amended to remain exercisable post-employment.
Strongbridge Biopharma Plc	08-Sep-21	Management	10	Yes	Adjourn Meeting	For	For	For	For	As this proposal is in connection with the scheme, which warrant supports, a vote FOR this resolution is warranted.
Sykes Enterprises, Incorporated	24-Aug-21	Management	1	Yes	Approve Merger Agreement	For	For	For	For	A vote FOR this proposal is warranted given the premium to the unaffected share price, and the certainty of value inherent in cash consideration.
Sykes Enterprises, Incorporated	24-Aug-21	Management	2	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The CEO's employment agreement provides for single trigger cash severance. Accordingly, he may receive severance for a voluntarily termination upon the change in control. The provision is considered to be a problematic pay practice. Additionally, the NEOs' equity is automatically accelerated in connection with the transaction (single trigger) and represents a significant portion of the total golden parachute payments. Furthermore, executives will receive a tax reimbursement based on a deferred compensation plan payout.
Sykes Enterprises, Incorporated	24-Aug-21	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted, as the underlying transaction warrants shareholder support.
Synaptics Incorporated	26-Oct-21	Management	1	Yes	Elect Director Jeffrey D. Buchanan	For	For	Against	Against	Votes AGAINST non-independent nominees Jeffrey Buchanan, Keith Geeslin and James Whims are warranted for lack of a majority independent board.Votes AGAINST Jeffrey Buchanan, Keith Geeslin and James Whims are also warranted for serving as non-independent members of a key board committee.
Synaptics Incorporated	26-Oct-21	Management	2	Yes	Elect Director Keith B. Geeslin	For	For	Against	Against	Votes AGAINST non-independent nominees Jeffrey Buchanan, Keith Geeslin and James Whims are warranted for lack of a majority independent board.Votes AGAINST Jeffrey Buchanan, Keith Geeslin and James Whims are also warranted for serving as non-independent members of a key board committee.
Synaptics Incorporated	26-Oct-21	Management	3	Yes	Elect Director James L. Whims	For	For	Against	Against	Votes AGAINST non-independent nominees Jeffrey Buchanan, Keith Geeslin and James Whims are warranted for lack of a majority independent board.Votes AGAINST Jeffrey Buchanan, Keith Geeslin and James Whims are also warranted for serving as non-independent members of a key board committee.
Synaptics Incorporated	26-Oct-21	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Synaptics Incorporated	26-Oct-21	Management	5	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because:" the non-auditing consulting fees represent more than 25 percent of total fees paid; and" the auditor's tenure at the company exceeds seven years.
Synaptics Incorporated	26-Oct-21	Management	6	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because:" The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards; and" The company's three-year average burn rate is excessive.
Taro Pharmaceutical Industries Ltd.	15-Dec-21	Management	1	Yes	Reelect Dilip Shanghvi as Director	For	For	Against	Against	Votes AGAINST non-independent nominees Dilip Shanghvi, Uday Baldota, Abhay Gandhi, James Kedrowski and Sudhir Valia are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee.Votes AGAINST Dilip Shanghvi are also warranted for serving as a non-independent board chair.A vote FOR Dov Pekelman is warranted.

B.1.a

DIMENSIONAL FUND ADVISORS PROXY VOTES - JULY TO DECEMBER 31, 2021 Compared to ISS and Public Fund Policy Recommendations										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Taro Pharmaceutical Industries Ltd.	15-Dec-21	Management	2	Yes	Reelect Abhay Gandhi as Director	For	For	Against	Against	Votes AGAINST non-independent nominees Dilip Shanghvi, Uday Baldota, Abhay Gandhi, James Kedrowski and Sudhir Valia are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee.Votes AGAINST Dilip Shanghvi are also warranted for serving as a non-independent board chair.A vote FOR Dov Pekelman is warranted.
Taro Pharmaceutical Industries Ltd.	15-Dec-21	Management	3	Yes	Reelect Sudhir Valia as Director	For	For	Against	Against	Votes AGAINST non-independent nominees Dilip Shanghvi, Uday Baldota, Abhay Gandhi, James Kedrowski and Sudhir Valia are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee.Votes AGAINST Dilip Shanghvi are also warranted for serving as a non-independent board chair.A vote FOR Dov Pekelman is warranted.
Taro Pharmaceutical Industries Ltd.	15-Dec-21	Management	4	Yes	Reelect Uday Baldota as Director	For	For	Against	Against	Votes AGAINST non-independent nominees Dilip Shanghvi, Uday Baldota, Abhay Gandhi, James Kedrowski and Sudhir Valia are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee.Votes AGAINST Dilip Shanghvi are also warranted for serving as a non-independent board chair.A vote FOR Dov Pekelman is warranted.
Taro Pharmaceutical Industries Ltd.	15-Dec-21	Management	5	Yes	Reelect James Kedrowski as Director	For	For	Against	Against	Votes AGAINST non-independent nominees Dilip Shanghvi, Uday Baldota, Abhay Gandhi, James Kedrowski and Sudhir Valia are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee.Votes AGAINST Dilip Shanghvi are also warranted for serving as a non-independent board chair.A vote FOR Dov Pekelman is warranted.
Taro Pharmaceutical Industries Ltd.	15-Dec-21	Management	6	Yes	Reelect Dov Pekelman as Director	For	For	For	For	Votes AGAINST non-independent nominees Dilip Shanghvi, Uday Baldota, Abhay Gandhi, James Kedrowski and Sudhir Valia are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee.Votes AGAINST Dilip Shanghvi are also warranted for serving as a non-independent board chair.A vote FOR Dov Pekelman is warranted.
Taro Pharmaceutical Industries Ltd.	15-Dec-21	Management	7	Yes	Approve and Ratify Annual Base Salary Pay Range as well as Additi	For	Against	Against	Against	A vote AGAINST this item is merited because the terms include excessive discretion to increase the CEO's salary without shareholders' oversight.
Taro Pharmaceutical Industries Ltd.	15-Dec-21	Management	8	Yes	Reappoint Ziv Haft as Auditors and Authorize Board to Fix Their Rem	For	For	For	For	A vote FOR this item is warranted as non-audit fees are less than 25 percent of total fees paid.
Taro Pharmaceutical Industries Ltd.	15-Dec-21	Management	9	No	Discuss Financial Statements and the Report of the Board					No vote is required for this item.
Taro Pharmaceutical Industries Ltd.	15-Dec-21	Management	10	Yes	Vote FOR if you are NOT a controlling shareholder and do NOT have	None	Refer	Refer	For	Shareholders must indicate whether they are controlling shareholders or have a personal interest related to these agenda items, or else their ballots will be disqualified.
Tecnoglass Inc.	16-Dec-21	Management	1	Yes	Elect Director Christian T. Daes	For	For	For	For	Votes AGAINST Audit Committee member Julio Torres are warranted for failing to include auditor ratification on the proxy ballot.A vote FOR director nominee Christian Daes is warranted.
Tecnoglass Inc.	16-Dec-21	Management	2	Yes	Elect Director Julio A. Torres	For	For	Against	Against	Votes AGAINST Audit Committee member Julio Torres are warranted for failing to include auditor ratification on the proxy ballot.A vote FOR director nominee Christian Daes is warranted.
TESSCO Technologies Incorporated	28-Jul-21	Management	1	Yes	Elect Director Timothy Bryan	For	For	For	For	A vote FOR all director nominees is warranted.
TESSCO Technologies Incorporated	28-Jul-21	Management	2	Yes	Elect Director Steven T. Campbell	For	For	For	For	A vote FOR all director nominees is warranted.
TESSCO Technologies Incorporated	28-Jul-21	Management	3	Yes	Elect Director Stephanie Dismore	For	For	For	For	A vote FOR all director nominees is warranted.
TESSCO Technologies Incorporated	28-Jul-21	Management	4	Yes	Elect Director Paul J. Gaffney	For	For	For	For	A vote FOR all director nominees is warranted.
TESSCO Technologies Incorporated	28-Jul-21	Management	5	Yes	Elect Director Vernon Irvin	For	For	For	For	A vote FOR all director nominees is warranted.
TESSCO Technologies Incorporated	28-Jul-21	Management	6	Yes	Elect Director Kathleen McLean	For	For	For	For	A vote FOR all director nominees is warranted.
TESSCO Technologies Incorporated	28-Jul-21	Management	7	Yes	Elect Director Sandip Mukerjee	For	For	For	For	A vote FOR all director nominees is warranted.
TESSCO Technologies Incorporated	28-Jul-21	Management	8	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
TESSCO Technologies Incorporated	28-Jul-21	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	Votes AGAINST this item are warranted considering the combination of single-trigger accelerated equity vesting, and a lack of performance goals and risk mitigators in the compensation plan.
The Aaron's Co., Inc.	25-Aug-21	Management	1	Yes	Elect Director Hubert L. Harris, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.
The Aaron's Co., Inc.	25-Aug-21	Management	2	Yes	Elect Director John W. Robinson III	For	For	For	For	A vote FOR the director nominees is warranted.
The Aaron's Co., Inc.	25-Aug-21	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
The Aaron's Co., Inc.	25-Aug-21	Management	4	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
The Aaron's Co., Inc.	25-Aug-21	Management	5	Yes	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted.
The Aaron's Co., Inc.	25-Aug-21	Management	6	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.
The Container Store Group, Inc.	01-Sep-21	Management	1	Yes	Elect Director J. Kristofer Galashan	For	For	Withhold	Withhold	WITHHOLD votes for J. Kristofer (Kris) Galashan are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
The Container Store Group, Inc.	01-Sep-21	Management	2	Yes	Elect Director Nicole Otto	For	For	For	For	WITHHOLD votes for J. Kristofer (Kris) Galashan are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
The Container Store Group, Inc.	01-Sep-21	Management	3	Yes	Elect Director Anthony Laday	For	For	For	For	WITHHOLD votes for J. Kristofer (Kris) Galashan are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
The Container Store Group, Inc.	01-Sep-21	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
The Container Store Group, Inc.	01-Sep-21	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted because:* There is a problematic severance arrangement with the former CEO in connection with her voluntary retirement.* There is a lack of full disclosure of STI and LTI metrics and goals.* CEO Equity pay mix lacks performance-based awards.* The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives.
The Hain Celestial Group, Inc.	28-Oct-21	Management	1	Yes	Elect Director Richard A. Beck	For	For	For	For	A vote FOR all director nominees is warranted.
The Hain Celestial Group, Inc.	28-Oct-21	Management	2	Yes	Elect Director Celeste A. Clark	For	For	For	For	A vote FOR all director nominees is warranted.
The Hain Celestial Group, Inc.	28-Oct-21	Management	3	Yes	Elect Director Dean Hollis	For	For	For	For	A vote FOR all director nominees is warranted.
The Hain Celestial Group, Inc.	28-Oct-21	Management	4	Yes	Elect Director Shervin J. Korangy	For	For	For	For	A vote FOR all director nominees is warranted.
The Hain Celestial Group, Inc.	28-Oct-21	Management	5	Yes	Elect Director Mark L. Schiller	For	For	For	For	A vote FOR all director nominees is warranted.
The Hain Celestial Group, Inc.	28-Oct-21	Management	6	Yes	Elect Director Michael B. Sims	For	For	For	For	A vote FOR all director nominees is warranted.
The Hain Celestial Group, Inc.	28-Oct-21	Management	7	Yes	Elect Director Glenn W. Welling	For	For	For	For	A vote FOR all director nominees is warranted.
The Hain Celestial Group, Inc.	28-Oct-21	Management	8	Yes	Elect Director Dawn M. Zier	For	For	For	For	A vote FOR all director nominees is warranted.
The Hain Celestial Group, Inc.	28-Oct-21	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
The Hain Celestial Group, Inc.	28-Oct-21	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
The Hain Celestial Group, Inc.	28-Oct-21	Shareholder	11	Yes	Require Independent Board Chair	Against	For	For	For	A vote FOR this proposal is warranted as shareholders would benefit from a policy requiring more independent oversight of management in the form of an independent chairman.

B.1.a

DIMENSIONAL FUND ADVISORS PROXY VOTES - JULY TO DECEMBER 31, 2021 Compared to ISS and Public Fund Policy Recommendations										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The L.S. Starrett Company	13-Oct-21	Management	1	Yes	Elect Director Deborah R. Gordon	For	Withhold	Withhold	Withhold	WITHHOLD votes for both director nominees are warranted for maintaining a long-term poison pill that has not been ratified by shareholders.WITHHOLD votes for Compensation Committee member Deborah Gordon are further warranted in light of the company's problematic pay practices, including legacy excise tax gross-up payments with several executives, equity award arrangements that provide for automatic accelerated vesting upon a change-in-control, lack of risk mitigating provisions, and single-trigger cash severance provisions with the CEO.
The L.S. Starrett Company	13-Oct-21	Management	2	Yes	Elect Director Douglas A. Starrett	For	Withhold	Withhold	Withhold	WITHHOLD votes for both director nominees are warranted for maintaining a long-term poison pill that has not been ratified by shareholders.WITHHOLD votes for Compensation Committee member Deborah Gordon are further warranted in light of the company's problematic pay practices, including legacy excise tax gross-up payments with several executives, equity award arrangements that provide for automatic accelerated vesting upon a change-in-control, lack of risk mitigating provisions, and single-trigger cash severance provisions with the CEO.
The L.S. Starrett Company	13-Oct-21	Management	3	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
The L.S. Starrett Company	13-Oct-21	Management	4	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
Thermon Group Holdings, Inc.	02-Aug-21	Management	1	Yes	Elect Director John U. Clarke	For	For	For	For	WITHHOLD votes for Marcus George are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Thermon Group Holdings, Inc.	02-Aug-21	Management	2	Yes	Elect Director Linda A. Dalgetty	For	For	For	For	WITHHOLD votes for Marcus George are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Thermon Group Holdings, Inc.	02-Aug-21	Management	3	Yes	Elect Director Roger L. Fix	For	For	For	For	WITHHOLD votes for Marcus George are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Thermon Group Holdings, Inc.	02-Aug-21	Management	4	Yes	Elect Director Marcus J. George	For	For	Withhold	Withhold	WITHHOLD votes for Marcus George are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Thermon Group Holdings, Inc.	02-Aug-21	Management	5	Yes	Elect Director Kevin J. McGinty	For	For	For	For	WITHHOLD votes for Marcus George are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Thermon Group Holdings, Inc.	02-Aug-21	Management	6	Yes	Elect Director John T. Nesser, III	For	For	For	For	WITHHOLD votes for Marcus George are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Thermon Group Holdings, Inc.	02-Aug-21	Management	7	Yes	Elect Director Bruce A. Thames	For	For	For	For	WITHHOLD votes for Marcus George are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Thermon Group Holdings, Inc.	02-Aug-21	Management	8	Yes	Ratify KPMG LLP as Auditor	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
Thermon Group Holdings, Inc.	02-Aug-21	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Thor Industries, Inc.	17-Dec-21	Management	1	Yes	Elect Director Andrew Graves	For	For	For	For	WITHHOLD votes for James Ziemer are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Thor Industries, Inc.	17-Dec-21	Management	2	Yes	Elect Director Christina Hennington	For	For	For	For	WITHHOLD votes for James Ziemer are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Thor Industries, Inc.	17-Dec-21	Management	3	Yes	Elect Director Amelia A. Huntington	For	For	For	For	WITHHOLD votes for James Ziemer are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Thor Industries, Inc.	17-Dec-21	Management	4	Yes	Elect Director Laurel Hurd	For	For	For	For	WITHHOLD votes for James Ziemer are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Thor Industries, Inc.	17-Dec-21	Management	5	Yes	Elect Director Wilson Jones	For	For	For	For	WITHHOLD votes for James Ziemer are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Thor Industries, Inc.	17-Dec-21	Management	6	Yes	Elect Director William J. Kelley, Jr.	For	For	For	For	WITHHOLD votes for James Ziemer are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Thor Industries, Inc.	17-Dec-21	Management	7	Yes	Elect Director Christopher Klein	For	For	For	For	WITHHOLD votes for James Ziemer are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Thor Industries, Inc.	17-Dec-21	Management	8	Yes	Elect Director Robert W. Martin	For	For	For	For	WITHHOLD votes for James Ziemer are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Thor Industries, Inc.	17-Dec-21	Management	9	Yes	Elect Director Peter B. Orthwein	For	For	For	For	WITHHOLD votes for James Ziemer are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Thor Industries, Inc.	17-Dec-21	Management	10	Yes	Elect Director James L. Ziemer	For	For	Withhold	Withhold	WITHHOLD votes for James Ziemer are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Thor Industries, Inc.	17-Dec-21	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
Thor Industries, Inc.	17-Dec-21	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Thor Industries, Inc.	17-Dec-21	Management	13	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Transcat, Inc.	08-Sep-21	Management	1	Yes	Elect Director Craig D. Cairns	For	For	For	For	WITHHOLD votes for non-independent nominees Lee Rudow and Carl Sassano are warranted for lack of a majority independent board.WITHHOLD votes for Carl Sassano are also warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Transcat, Inc.	08-Sep-21	Management	2	Yes	Elect Director Oksana S. Dominach	For	For	For	For	WITHHOLD votes for non-independent nominees Lee Rudow and Carl Sassano are warranted for lack of a majority independent board.WITHHOLD votes for Carl Sassano are also warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Transcat, Inc.	08-Sep-21	Management	3	Yes	Elect Director Lee D. Rudow	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lee Rudow and Carl Sassano are warranted for lack of a majority independent board.WITHHOLD votes for Carl Sassano are also warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Transcat, Inc.	08-Sep-21	Management	4	Yes	Elect Director Carl E. Sassano	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lee Rudow and Carl Sassano are warranted for lack of a majority independent board.WITHHOLD votes for Carl Sassano are also warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Transcat, Inc.	08-Sep-21	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, support for this proposal is warranted as pay and performance are reasonably aligned at this time.
Transcat, Inc.	08-Sep-21	Management	6	Yes	Ratify Freed Maxick CPAs, P.C. as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
Transcat, Inc.	08-Sep-21	Management	7	Yes	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because:* The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards; and* The company's three-year average burn rate is excessive.

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DIMENSIONAL FUND ADVISORS PROXY VOTES - JULY TO DECEMBER 31, 2021 Compared to ISS and Public Fund Policy Recommendations										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Triple-S Management Corporation	10-Dec-21	Management	1	Yes	Approve Merger Agreement	For	For	For	For	A vote FOR this proposal is warranted in light of the sale process, premium, and downside risk of non-approval.
Triple-S Management Corporation	10-Dec-21	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Although equity will accelerate upon merger, cash severance is double trigger and of a reasonable basis, and no excise tax gross-ups are payable.
Triple-S Management Corporation	10-Dec-21	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted, as support is warranted for the underlying transaction.
Twin Disc, Incorporated	28-Oct-21	Management	1	Yes	Elect Director David B. Rayburn	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee David Rayburn are warranted for lack of a majority independent board.A vote FOR the remaining director nominees is warranted.
Twin Disc, Incorporated	28-Oct-21	Management	2	Yes	Elect Director Janet P. Giesselman	For	For	For	For	WITHHOLD votes for non-independent nominee David Rayburn are warranted for lack of a majority independent board.A vote FOR the remaining director nominees is warranted.
Twin Disc, Incorporated	28-Oct-21	Management	3	Yes	Elect Director David W. Johnson	For	For	For	For	WITHHOLD votes for non-independent nominee David Rayburn are warranted for lack of a majority independent board.A vote FOR the remaining director nominees is warranted.
Twin Disc, Incorporated	28-Oct-21	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Twin Disc, Incorporated	28-Oct-21	Management	5	Yes	Ratify RSM US LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit.
Twin Disc, Incorporated	28-Oct-21	Management	6	Yes	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: " The company's potential Voting Power Dilution (VPD) for all incentive plans of 15.90 percent is excessive." The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
U.S. Concrete, Inc.	16-Aug-21	Management	1	Yes	Approve Merger Agreement	For	For	For	For	In light of apparent potential downside risk of non-approval, a reasonable premium to the recent trading range and the share price prior to the pandemic-driven sell-off, and the cash form of consideration, which provides liquidity and certainty of value, support FOR the proposed
U.S. Concrete, Inc.	16-Aug-21	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR the proposal is warranted. Although unvested equity awards are subject to single-trigger vesting, cash severance is double trigger, reasonably based, and no excise tax gross-ups are payable.
U.S. Concrete, Inc.	16-Aug-21	Management	3	Yes	Adjourn Meeting	For	For	For	For	Support FOR this proposal is warranted in given support for the underlying transaction.
Ultralife Corporation	21-Jul-21	Management	1	Yes	Elect Director Michael D. Popielec	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Bradford Whitmore, Michael Popielec, Thomas Saeli, Robert Shaw II and Ranjit Singh are warranted for lack of a majority independent board.WITHHOLD votes for Bradford Whitmore, Thomas Saeli, Robert Shaw II and Ranjit Singh are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for nominating committee chair Ranjit Singh are warranted for failing to establish gender diversity on the board.
Ultralife Corporation	21-Jul-21	Management	2	Yes	Elect Director Thomas L. Saeli	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Bradford Whitmore, Michael Popielec, Thomas Saeli, Robert Shaw II and Ranjit Singh are warranted for lack of a majority independent board.WITHHOLD votes for Bradford Whitmore, Thomas Saeli, Robert Shaw II and Ranjit Singh are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for nominating committee chair Ranjit Singh are warranted for failing to establish gender diversity on the board.
Ultralife Corporation	21-Jul-21	Management	3	Yes	Elect Director Robert W. Shaw, II	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Bradford Whitmore, Michael Popielec, Thomas Saeli, Robert Shaw II and Ranjit Singh are warranted for lack of a majority independent board.WITHHOLD votes for Bradford Whitmore, Thomas Saeli, Robert Shaw II and Ranjit Singh are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for nominating committee chair Ranjit Singh are warranted for failing to establish gender diversity on the board.
Ultralife Corporation	21-Jul-21	Management	4	Yes	Elect Director Ranjit C. Singh	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Bradford Whitmore, Michael Popielec, Thomas Saeli, Robert Shaw II and Ranjit Singh are warranted for lack of a majority independent board.WITHHOLD votes for Bradford Whitmore, Thomas Saeli, Robert Shaw II and Ranjit Singh are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for nominating committee chair Ranjit Singh are warranted for failing to establish gender diversity on the board.
Ultralife Corporation	21-Jul-21	Management	5	Yes	Elect Director Bradford T. Whitmore	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Bradford Whitmore, Michael Popielec, Thomas Saeli, Robert Shaw II and Ranjit Singh are warranted for lack of a majority independent board.WITHHOLD votes for Bradford Whitmore, Thomas Saeli, Robert Shaw II and Ranjit Singh are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for nominating committee chair Ranjit Singh are warranted for failing to establish gender diversity on the board.
Ultralife Corporation	21-Jul-21	Management	6	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Ultralife Corporation	21-Jul-21	Management	7	Yes	Ratify Freed Maxick CPAs, P.C. as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit.
Unifi, Inc.	27-Oct-21	Management	1	Yes	Elect Director Emma S. Battle	For	For	For	For	Votes AGAINST Archibald Cox Jr. and Kenneth Langone are warranted for serving as non-independent members of certain key board committees.Votes AGAINST James (Jim) Kilts Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
Unifi, Inc.	27-Oct-21	Management	2	Yes	Elect Director Robert J. Bishop	For	For	For	For	Votes AGAINST Archibald Cox Jr. and Kenneth Langone are warranted for serving as non-independent members of certain key board committees.Votes AGAINST James (Jim) Kilts Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
Unifi, Inc.	27-Oct-21	Management	3	Yes	Elect Director Albert P. Carey	For	For	For	For	Votes AGAINST Archibald Cox Jr. and Kenneth Langone are warranted for serving as non-independent members of certain key board committees.Votes AGAINST James (Jim) Kilts Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
Unifi, Inc.	27-Oct-21	Management	4	Yes	Elect Director Archibald Cox, Jr.	For	For	Against	Against	Votes AGAINST Archibald Cox Jr. and Kenneth Langone are warranted for serving as non-independent members of certain key board committees.Votes AGAINST James (Jim) Kilts Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
Unifi, Inc.	27-Oct-21	Management	5	Yes	Elect Director Edmund M. Ingle	For	For	For	For	Votes AGAINST Archibald Cox Jr. and Kenneth Langone are warranted for serving as non-independent members of certain key board committees.Votes AGAINST James (Jim) Kilts Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.

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Dimensional Fund Advisors Proxy Votes - July to December 31, 2021 Compared to ISS and Public Fund Policy Recommendations										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Unifi, Inc.	27-Oct-21	Management	6	Yes	Elect Director James M. Kilts	For	Against	Against	Against	Votes AGAINST Archibald Cox Jr. and Kenneth Langone are warranted for serving as non-independent members of certain key board committees.Votes AGAINST James (Jim) Kilts Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
Unifi, Inc.	27-Oct-21	Management	7	Yes	Elect Director Kenneth G. Langone	For	For	Against	Against	Votes AGAINST Archibald Cox Jr. and Kenneth Langone are warranted for serving as non-independent members of certain key board committees.Votes AGAINST James (Jim) Kilts Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
Unifi, Inc.	27-Oct-21	Management	8	Yes	Elect Director Suzanne M. Present	For	For	For	For	Votes AGAINST Archibald Cox Jr. and Kenneth Langone are warranted for serving as non-independent members of certain key board committees.Votes AGAINST James (Jim) Kilts Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
Unifi, Inc.	27-Oct-21	Management	9	Yes	Elect Director Rhonda L. Ramlo	For	For	For	For	Votes AGAINST Archibald Cox Jr. and Kenneth Langone are warranted for serving as non-independent members of certain key board committees.Votes AGAINST James (Jim) Kilts Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
Unifi, Inc.	27-Oct-21	Management	10	Yes	Elect Director Eva T. Zlotnicka	For	For	For	For	Votes AGAINST Archibald Cox Jr. and Kenneth Langone are warranted for serving as non-independent members of certain key board committees.Votes AGAINST James (Jim) Kilts Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
Unifi, Inc.	27-Oct-21	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Unifi, Inc.	27-Oct-21	Management	12	Yes	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that:" The purchase price is reasonable;" The number of shares reserved is reasonable; and* The offering period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Unifi, Inc.	27-Oct-21	Management	13	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
United Insurance Holdings Corp.	02-Jul-21	Management	1	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted given that the request is reasonable and there are no substantial concerns about the company's past use of shares.
United Therapeutics Corporation	30-Sep-21	Management	1	Yes	Amend Certificate of Incorporation to become a Public Benefit Corpo	For	For	For	For	A vote FOR this proposal is warranted as the board's rationale appears reasonable and there does not appear to be any publicly disclosed shareholder dissatisfaction over the proposed conversion.
Universal Corporation	03-Aug-21	Management	1	Yes	Elect Director Diana F. Cantor	For	For	For	For	WITHHOLD votes for Robert Sledd are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Universal Corporation	03-Aug-21	Management	2	Yes	Elect Director Robert C. Sledd	For	For	Withhold	Withhold	WITHHOLD votes for Robert Sledd are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Universal Corporation	03-Aug-21	Management	3	Yes	Elect Director Thomas H. Tullidge, Jr.	For	For	For	For	WITHHOLD votes for Robert Sledd are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Universal Corporation	03-Aug-21	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Universal Corporation	03-Aug-21	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
Uranium Energy Corp.	30-Jul-21	Management	1	Yes	Elect Director Amir Adnani	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees E. Spencer Abraham, Amir Adnani and Vincent Della Volpe are warranted for lack of a majority independent board.WITHHOLD votes for Vincent Della Volpe are also warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Uranium Energy Corp.	30-Jul-21	Management	2	Yes	Elect Director Spencer Abraham	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees E. Spencer Abraham, Amir Adnani and Vincent Della Volpe are warranted for lack of a majority independent board.WITHHOLD votes for Vincent Della Volpe are also warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Uranium Energy Corp.	30-Jul-21	Management	3	Yes	Elect Director David Kong	For	For	For	For	WITHHOLD votes for non-independent nominees E. Spencer Abraham, Amir Adnani and Vincent Della Volpe are warranted for lack of a majority independent board.WITHHOLD votes for Vincent Della Volpe are also warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Uranium Energy Corp.	30-Jul-21	Management	4	Yes	Elect Director Vincent Della Volpe	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees E. Spencer Abraham, Amir Adnani and Vincent Della Volpe are warranted for lack of a majority independent board.WITHHOLD votes for Vincent Della Volpe are also warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Uranium Energy Corp.	30-Jul-21	Management	5	Yes	Elect Director Ganpat Mani	For	For	For	For	WITHHOLD votes for non-independent nominees E. Spencer Abraham, Amir Adnani and Vincent Della Volpe are warranted for lack of a majority independent board.WITHHOLD votes for Vincent Della Volpe are also warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Uranium Energy Corp.	30-Jul-21	Management	6	Yes	Elect Director Gloria Ballesta	For	For	For	For	WITHHOLD votes for non-independent nominees E. Spencer Abraham, Amir Adnani and Vincent Della Volpe are warranted for lack of a majority independent board.WITHHOLD votes for Vincent Della Volpe are also warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Uranium Energy Corp.	30-Jul-21	Management	7	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Uranium Energy Corp.	30-Jul-21	Management	8	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because:" The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards." The company's three-year average burn rate is excessive.* The plan allows for company loans to participants for the exercise of stock options.
Uranium Energy Corp.	30-Jul-21	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
ViaSat, Inc.	02-Sep-21	Management	1	Yes	Elect Director Robert Johnson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Johnson and John Stenbit are warranted for lack of a majority independent board and for serving as non-independent members of certain key board committees.A vote FOR Theresa Wise is warranted.
ViaSat, Inc.	02-Sep-21	Management	2	Yes	Elect Director John Stenbit	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Johnson and John Stenbit are warranted for lack of a majority independent board and for serving as non-independent members of certain key board committees.A vote FOR Theresa Wise is warranted.
ViaSat, Inc.	02-Sep-21	Management	3	Yes	Elect Director Theresa Wise	For	For	For	For	WITHHOLD votes for non-independent nominees Robert Johnson and John Stenbit are warranted for lack of a majority independent board and for serving as non-independent members of certain key board committees.A vote FOR Theresa Wise is warranted.

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DIMENSIONAL FUND ADVISORS PROXY VOTES - JULY TO DECEMBER 31, 2021 Compared to ISS and Public Fund Policy Recommendations										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
ViaSat, Inc.	02-Sep-21	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
ViaSat, Inc.	02-Sep-21	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
ViaSat, Inc.	02-Sep-21	Management	6	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because:" The company's potential Voting Power Dilution (VPD) for all incentive plans of 15.24 percent is excessive." The plan administrator may provide loans to exercise awards." The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
ViaSat, Inc.	02-Sep-21	Management	7	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that:" The purchase price is reasonable;" The number of shares reserved is reasonable; and" The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Viavi Solutions Inc.	10-Nov-21	Management	1	Yes	Elect Director Richard E. Belluzzo	For	For	Withhold	Withhold	WITHHOLD votes for Richard Belluzzo and Masood Jabbar are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Viavi Solutions Inc.	10-Nov-21	Management	2	Yes	Elect Director Keith Barnes	For	For	For	For	WITHHOLD votes for Richard Belluzzo and Masood Jabbar are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Viavi Solutions Inc.	10-Nov-21	Management	3	Yes	Elect Director Laura Black	For	For	For	For	WITHHOLD votes for Richard Belluzzo and Masood Jabbar are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Viavi Solutions Inc.	10-Nov-21	Management	4	Yes	Elect Director Tor Braham	For	For	For	For	WITHHOLD votes for Richard Belluzzo and Masood Jabbar are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Viavi Solutions Inc.	10-Nov-21	Management	5	Yes	Elect Director Timothy Campos	For	For	For	For	WITHHOLD votes for Richard Belluzzo and Masood Jabbar are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Viavi Solutions Inc.	10-Nov-21	Management	6	Yes	Elect Director Donald Colvin	For	For	For	For	WITHHOLD votes for Richard Belluzzo and Masood Jabbar are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Viavi Solutions Inc.	10-Nov-21	Management	7	Yes	Elect Director Masood A. Jabbar	For	For	Withhold	Withhold	WITHHOLD votes for Richard Belluzzo and Masood Jabbar are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Viavi Solutions Inc.	10-Nov-21	Management	8	Yes	Elect Director Oleg Khaykin	For	For	For	For	WITHHOLD votes for Richard Belluzzo and Masood Jabbar are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Viavi Solutions Inc.	10-Nov-21	Management	9	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
Viavi Solutions Inc.	10-Nov-21	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While CEO pay increased significantly due to the company granting one-time retention awards, half of these awards are performance-conditioned. Additionally, half of the company's annual equity awards are conditioned on clearly disclosed and rigorous relative TSR performance targets measured over a multi-year period. Further, the company's annual incentive awards are based primarily on objective financial performance metrics and were earned at levels that are in-line with company performance.
Village Super Market, Inc.	17-Dec-21	Management	1	Yes	Elect Director Robert Sumas	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees William Sumas, Robert Sumas, Kevin Begley, Steven Crystal, Stephen Rooney, John Sumas, Nicholas Sumas and John Sumas are warranted for lack of a majority independent board and for the lack of a formal nominating committee.WITHHOLD votes for Robert Sumas, Kevin Begley, Steven Crystal, Stephen Rooney, John Sumas and John Sumas are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes are further warranted for chairman William Sumas for failing to establish gender diversity on the board.
Village Super Market, Inc.	17-Dec-21	Management	2	Yes	Elect Director William Sumas	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees William Sumas, Robert Sumas, Kevin Begley, Steven Crystal, Stephen Rooney, John Sumas, Nicholas Sumas and John Sumas are warranted for lack of a majority independent board and for the lack of a formal nominating committee.WITHHOLD votes for Robert Sumas, Kevin Begley, Steven Crystal, Stephen Rooney, John Sumas and John Sumas are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes are further warranted for chairman William Sumas for failing to establish gender diversity on the board.
Village Super Market, Inc.	17-Dec-21	Management	3	Yes	Elect Director John P. Sumas	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees William Sumas, Robert Sumas, Kevin Begley, Steven Crystal, Stephen Rooney, John Sumas, Nicholas Sumas and John Sumas are warranted for lack of a majority independent board and for the lack of a formal nominating committee.WITHHOLD votes for Robert Sumas, Kevin Begley, Steven Crystal, Stephen Rooney, John Sumas and John Sumas are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes are further warranted for chairman William Sumas for failing to establish gender diversity on the board.
Village Super Market, Inc.	17-Dec-21	Management	4	Yes	Elect Director Nicholas Sumas	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees William Sumas, Robert Sumas, Kevin Begley, Steven Crystal, Stephen Rooney, John Sumas, Nicholas Sumas and John Sumas are warranted for lack of a majority independent board and for the lack of a formal nominating committee.WITHHOLD votes for Robert Sumas, Kevin Begley, Steven Crystal, Stephen Rooney, John Sumas and John Sumas are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes are further warranted for chairman William Sumas for failing to establish gender diversity on the board.
Village Super Market, Inc.	17-Dec-21	Management	5	Yes	Elect Director John J. Sumas	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees William Sumas, Robert Sumas, Kevin Begley, Steven Crystal, Stephen Rooney, John Sumas, Nicholas Sumas and John Sumas are warranted for lack of a majority independent board and for the lack of a formal nominating committee.WITHHOLD votes for Robert Sumas, Kevin Begley, Steven Crystal, Stephen Rooney, John Sumas and John Sumas are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes are further warranted for chairman William Sumas for failing to establish gender diversity on the board.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Village Super Market, Inc.	17-Dec-21	Management	6	Yes	Elect Director Kevin Begley	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William Sumas, Robert Sumas, Kevin Begley, Steven Crystal, Stephen Rooney, John Sumas, Nicholas Sumas and John Sumas are warranted for lack of a majority independent board and for the lack of a formal nominating committee.WITHHOLD votes for Robert Sumas, Kevin Begley, Steven Crystal, Stephen Rooney, John Sumas and John Sumas are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes are further warranted for chairman William Sumas for failing to establish gender diversity on the board.
Village Super Market, Inc.	17-Dec-21	Management	7	Yes	Elect Director Steven Crystal	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William Sumas, Robert Sumas, Kevin Begley, Steven Crystal, Stephen Rooney, John Sumas, Nicholas Sumas and John Sumas are warranted for lack of a majority independent board and for the lack of a formal nominating committee.WITHHOLD votes for Robert Sumas, Kevin Begley, Steven Crystal, Stephen Rooney, John Sumas and John Sumas are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes are further warranted for chairman William Sumas for failing to establish gender diversity on the board.
Village Super Market, Inc.	17-Dec-21	Management	8	Yes	Elect Director Stephen F. Rooney	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William Sumas, Robert Sumas, Kevin Begley, Steven Crystal, Stephen Rooney, John Sumas, Nicholas Sumas and John Sumas are warranted for lack of a majority independent board and for the lack of a formal nominating committee.WITHHOLD votes for Robert Sumas, Kevin Begley, Steven Crystal, Stephen Rooney, John Sumas and John Sumas are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes are further warranted for chairman William Sumas for failing to establish gender diversity on the board.
Village Super Market, Inc.	17-Dec-21	Management	9	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
Vista Outdoor Inc.	27-Jul-21	Management	1	Yes	Elect Director Michael Callahan	For	For	For	For	A vote FOR all director nominees is warranted.
Vista Outdoor Inc.	27-Jul-21	Management	2	Yes	Elect Director Christopher T. Metz	For	For	For	For	A vote FOR all director nominees is warranted.
Vista Outdoor Inc.	27-Jul-21	Management	3	Yes	Elect Director Mark A. Gottfredson	For	For	For	For	A vote FOR all director nominees is warranted.
Vista Outdoor Inc.	27-Jul-21	Management	4	Yes	Elect Director Tig H. Krekel	For	For	For	For	A vote FOR all director nominees is warranted.
Vista Outdoor Inc.	27-Jul-21	Management	5	Yes	Elect Director Gary L. McArthur	For	For	For	For	A vote FOR all director nominees is warranted.
Vista Outdoor Inc.	27-Jul-21	Management	6	Yes	Elect Director Frances P. Philip	For	For	For	For	A vote FOR all director nominees is warranted.
Vista Outdoor Inc.	27-Jul-21	Management	7	Yes	Elect Director Michael D. Robinson	For	For	For	For	A vote FOR all director nominees is warranted.
Vista Outdoor Inc.	27-Jul-21	Management	8	Yes	Elect Director Robert M. Tarola	For	For	For	For	A vote FOR all director nominees is warranted.
Vista Outdoor Inc.	27-Jul-21	Management	9	Yes	Elect Director Lynn M. Utter	For	For	For	For	A vote FOR all director nominees is warranted.
Vista Outdoor Inc.	27-Jul-21	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Vista Outdoor Inc.	27-Jul-21	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Vista Outdoor Inc.	27-Jul-21	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
VOXX International Corporation	29-Jul-21	Management	1	Yes	Elect Director Peter A. Lesser	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent director nominees John Shalam, Patrick Lavelle, Charles Stoehr, John Adamovich Jr., Denise Gibson, Peter Lesser, and Ari Shalam are warranted for failure to address the majority withhold votes for director Gibson at the 2020 annual meeting.WITHHOLD votes for Peter Lesser and Ari Shalam are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for incumbent compensation committee member John Adamovich Jr., Denise Gibson, and Peter Lesser are warranted due to concerns regarding the company's compensation practices.WITHHOLD votes for non-independent nominees John Shalam, Patrick Lavelle, Beat Kahli, Peter Lesser, Ari Shalam and Charles Stoehr are warranted for lack of a majority independent board.
VOXX International Corporation	29-Jul-21	Management	2	Yes	Elect Director Denise Waund Gibson	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent director nominees John Shalam, Patrick Lavelle, Charles Stoehr, John Adamovich Jr., Denise Gibson, Peter Lesser, and Ari Shalam are warranted for failure to address the majority withhold votes for director Gibson at the 2020 annual meeting.WITHHOLD votes for Peter Lesser and Ari Shalam are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for incumbent compensation committee member John Adamovich Jr., Denise Gibson, and Peter Lesser are warranted due to concerns regarding the company's compensation practices.WITHHOLD votes for non-independent nominees John Shalam, Patrick Lavelle, Beat Kahli, Peter Lesser, Ari Shalam and Charles Stoehr are warranted for lack of a majority independent board.
VOXX International Corporation	29-Jul-21	Management	3	Yes	Elect Director John Adamovich, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent director nominees John Shalam, Patrick Lavelle, Charles Stoehr, John Adamovich Jr., Denise Gibson, Peter Lesser, and Ari Shalam are warranted for failure to address the majority withhold votes for director Gibson at the 2020 annual meeting.WITHHOLD votes for Peter Lesser and Ari Shalam are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for incumbent compensation committee member John Adamovich Jr., Denise Gibson, and Peter Lesser are warranted due to concerns regarding the company's compensation practices.WITHHOLD votes for non-independent nominees John Shalam, Patrick Lavelle, Beat Kahli, Peter Lesser, Ari Shalam and Charles Stoehr are warranted for lack of a majority independent board.
VOXX International Corporation	29-Jul-21	Management	4	Yes	Elect Director John J. Shalam	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent director nominees John Shalam, Patrick Lavelle, Charles Stoehr, John Adamovich Jr., Denise Gibson, Peter Lesser, and Ari Shalam are warranted for failure to address the majority withhold votes for director Gibson at the 2020 annual meeting.WITHHOLD votes for Peter Lesser and Ari Shalam are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for incumbent compensation committee member John Adamovich Jr., Denise Gibson, and Peter Lesser are warranted due to concerns regarding the company's compensation practices.WITHHOLD votes for non-independent nominees John Shalam, Patrick Lavelle, Beat Kahli, Peter Lesser, Ari Shalam and Charles Stoehr are warranted for lack of a majority independent board.

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VOXX International Corporation	29-Jul-21	Management	5	Yes	Elect Director Patrick M. Lavelle	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent director nominees John Shalam, Patrick Lavelle, Charles Stoehr, John Adamovich Jr., Denise Gibson, Peter Lesser, and Ari Shalam are warranted for failure to address the majority withhold votes for director Gibson at the 2020 annual meeting.WITHHOLD votes for Peter Lesser and Ari Shalam are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for incumbent compensation committee member John Adamovich Jr., Denise Gibson, and Peter Lesser are warranted due to concerns regarding the company's compensation practices.WITHHOLD votes for non-independent nominees John Shalam, Patrick Lavelle, Beat Kahli, Peter Lesser, Ari Shalam and Charles Stoehr are warranted for lack of a majority independent board.
VOXX International Corporation	29-Jul-21	Management	6	Yes	Elect Director Charles M. Stoehr	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent director nominees John Shalam, Patrick Lavelle, Charles Stoehr, John Adamovich Jr., Denise Gibson, Peter Lesser, and Ari Shalam are warranted for failure to address the majority withhold votes for director Gibson at the 2020 annual meeting.WITHHOLD votes for Peter Lesser and Ari Shalam are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for incumbent compensation committee member John Adamovich Jr., Denise Gibson, and Peter Lesser are warranted due to concerns regarding the company's compensation practices.WITHHOLD votes for non-independent nominees John Shalam, Patrick Lavelle, Beat Kahli, Peter Lesser, Ari Shalam and Charles Stoehr are warranted for lack of a majority independent board.
VOXX International Corporation	29-Jul-21	Management	7	Yes	Elect Director Ari M. Shalam	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent director nominees John Shalam, Patrick Lavelle, Charles Stoehr, John Adamovich Jr., Denise Gibson, Peter Lesser, and Ari Shalam are warranted for failure to address the majority withhold votes for director Gibson at the 2020 annual meeting.WITHHOLD votes for Peter Lesser and Ari Shalam are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for incumbent compensation committee member John Adamovich Jr., Denise Gibson, and Peter Lesser are warranted due to concerns regarding the company's compensation practices.WITHHOLD votes for non-independent nominees John Shalam, Patrick Lavelle, Beat Kahli, Peter Lesser, Ari Shalam and Charles Stoehr are warranted for lack of a majority independent board.
VOXX International Corporation	29-Jul-21	Management	8	Yes	Elect Director Beat Kahli	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent director nominees John Shalam, Patrick Lavelle, Charles Stoehr, John Adamovich Jr., Denise Gibson, Peter Lesser, and Ari Shalam are warranted for failure to address the majority withhold votes for director Gibson at the 2020 annual meeting.WITHHOLD votes for Peter Lesser and Ari Shalam are also warranted for serving as non-independent members of a key board committee.WITHHOLD votes for incumbent compensation committee member John Adamovich Jr., Denise Gibson, and Peter Lesser are warranted due to concerns regarding the company's compensation practices.WITHHOLD votes for non-independent nominees John Shalam, Patrick Lavelle, Beat Kahli, Peter Lesser, Ari Shalam and Charles Stoehr are warranted for lack of a majority independent board.
VOXX International Corporation	29-Jul-21	Management	9	Yes	Approve Distribution Agreement with Interested Stockholder as Requested	For	For	For	For	A vote FOR this proposal is warranted, as the distribution agreement with an entity controlled by "interested stockholder" Beat Kahli is likely to benefit unaffiliated shareholders.
VOXX International Corporation	29-Jul-21	Management	10	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
W. R. Grace & Co.	07-Jul-21	Management	1	Yes	Elect Director Hudson La Force	For	For	For	For	Votes AGAINST Mark Tomkins are warranted for serving as a non-independent member of a key board committee.Votes FOR Hudson La Force III are warranted.
W. R. Grace & Co.	07-Jul-21	Management	2	Yes	Elect Director Mark E. Tomkins	For	For	Against	Against	Votes AGAINST Mark Tomkins are warranted for serving as a non-independent member of a key board committee.Votes FOR Hudson La Force III are warranted.
W. R. Grace & Co.	07-Jul-21	Management	3	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
W. R. Grace & Co.	07-Jul-21	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
W. R. Grace & Co.	07-Jul-21	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
W. R. Grace & Co.	17-Sep-21	Management	1	Yes	Approve Merger Agreement	For	For	For	For	Although the merger consideration represents a discount to GRA's one-year pre-deal high and a slight discount to GRA's historic trading levels, shareholders are receiving a meaningful premium to the unaffected share price, the sales process appears thorough, the valuation appears fair, and there is a potential downside risk of non-approval. On balance, a vote FOR the proposed transaction is warranted.
W. R. Grace & Co.	17-Sep-21	Management	2	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although cash severance is double trigger and the majority of outstanding equity is expected to vest upon a qualifying termination, NEOs are entitled to receive problematic excise tax gross-ups pursuant to the merger agreement.
W. R. Grace & Co.	17-Sep-21	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this agenda item is warranted as the underlying transaction warrants support.
Wave Life Sciences Ltd.	10-Aug-21	Management	1	Yes	Elect Director Paul B. Bolno	For	For	For	For	Votes AGAINST Peter Kolchinsky are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
Wave Life Sciences Ltd.	10-Aug-21	Management	2	Yes	Elect Director Mark H. N. Corrigan	For	For	For	For	Votes AGAINST Peter Kolchinsky are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
Wave Life Sciences Ltd.	10-Aug-21	Management	3	Yes	Elect Director Christian Henry	For	For	For	For	Votes AGAINST Peter Kolchinsky are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
Wave Life Sciences Ltd.	10-Aug-21	Management	4	Yes	Elect Director Peter Kolchinsky	For	For	Against	Against	Votes AGAINST Peter Kolchinsky are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
Wave Life Sciences Ltd.	10-Aug-21	Management	5	Yes	Elect Director Adrian Rawcliffe	For	For	For	For	Votes AGAINST Peter Kolchinsky are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
Wave Life Sciences Ltd.	10-Aug-21	Management	6	Yes	Elect Director Ken Takanashi	For	For	For	For	Votes AGAINST Peter Kolchinsky are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
Wave Life Sciences Ltd.	10-Aug-21	Management	7	Yes	Elect Director Aik Na Tan	For	For	For	For	Votes AGAINST Peter Kolchinsky are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
Wave Life Sciences Ltd.	10-Aug-21	Management	8	Yes	Elect Director Gregory L. Verdine	For	For	For	For	Votes AGAINST Peter Kolchinsky are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
Wave Life Sciences Ltd.	10-Aug-21	Management	9	Yes	Elect Director Heidi L. Wagner	For	For	For	For	Votes AGAINST Peter Kolchinsky are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
Wave Life Sciences Ltd.	10-Aug-21	Management	10	Yes	Approve KPMG LLP as Auditors and Authorize Audit Committee to Ratify	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Wave Life Sciences Ltd.	10-Aug-21	Management	11	Yes	Approve Non-Employee Directors' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the company provides sufficient disclosure and the proposed compensation terms do not raise any concerns over director remuneration at the

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Wave Life Sciences Ltd.	10-Aug-21	Management	12	Yes	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the company's potential Voting Power Dilution (VPD) for all incentive plans of 16.23 percent is excessive.
Wave Life Sciences Ltd.	10-Aug-21	Management	13	Yes	Approve Issuance of Shares without Preemptive Rights	For	For	For	For	A vote FOR this proposal is warranted because: "Shareholders of companies with exclusive or primary listing in the US do not have an expectation of being granted preemptive subscription rights for share issuances in exchange for cash or for financing purposes; and" Listing rules provide protections against issuances of shares of over 20 percent of share capital.
Wave Life Sciences Ltd.	10-Aug-21	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Total CEO pay declined significantly, and annual incentive awards are tied to pre-set performance goals which are reasonably well disclosed. However, some concerns are noted in the STI program, as there is limited disclosure around relative weights for the performance goals and how the goals relate to potential payouts. Furthermore, equity awards were entirely time-based for the year in review, and while an additional milestone was introduced to the 2019 PSUs, the modification of a previously granted equity award is nonetheless concerning, and diminishes the at-risk nature of the PSUs.
WD-40 Company	14-Dec-21	Management	1	Yes	Elect Director Daniel T. Carter	For	For	For	For	A vote FOR the remaining director nominees is warranted.
WD-40 Company	14-Dec-21	Management	2	Yes	Elect Director Melissa Claassen	For	For	For	For	A vote FOR the remaining director nominees is warranted.
WD-40 Company	14-Dec-21	Management	3	Yes	Elect Director Eric P. Etchart	For	For	For	For	A vote FOR the remaining director nominees is warranted.
WD-40 Company	14-Dec-21	Management	4	Yes	Elect Director Lara L. Lee	For	For	For	For	A vote FOR the remaining director nominees is warranted.
WD-40 Company	14-Dec-21	Management	5	Yes	Elect Director Trevor I. Mihalik	For	For	For	For	A vote FOR the remaining director nominees is warranted.
WD-40 Company	14-Dec-21	Management	6	Yes	Elect Director Graciela I. Monteagudo	For	For	For	For	A vote FOR the remaining director nominees is warranted.
WD-40 Company	14-Dec-21	Management	7	Yes	Elect Director David B. Pendarvis	For	For	For	For	A vote FOR the remaining director nominees is warranted.
WD-40 Company	14-Dec-21	Management	8	Yes	Elect Director Garry O. Ridge	For	For	For	For	A vote FOR the remaining director nominees is warranted.
WD-40 Company	14-Dec-21	Management	9	Yes	Elect Director Gregory A. Sandfort	For	For	For	For	A vote FOR the remaining director nominees is warranted.
WD-40 Company	14-Dec-21	Management	10	Yes	Elect Director Anne G. Saunders	For	For	For	For	A vote FOR the remaining director nominees is warranted.
WD-40 Company	14-Dec-21	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
WD-40 Company	14-Dec-21	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
Webster Financial Corporation	17-Aug-21	Management	1	Yes	Issue Shares in Connection with Merger	For	For	For	For	While WBS's share price underperformance since announcement is a cause for concern, the strategic rationale for the merger appears sound as the combined company will have an expanded presence in the Northeast U.S. and opportunities for cost savings through efficiencies. In addition, the merger is expected to generate 20 percent EPS accretion for WSH shareholders and have a reasonable tangible book value earnback period of less than one year. On balance, support FOR the proposed transaction is warranted in light of the sound strategic rationale.
Webster Financial Corporation	17-Aug-21	Management	2	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted because the size of the proposed increase in the number of authorized shares is reasonable and is a condition to the proposed merger with Sterling Bancorp.
Webster Financial Corporation	17-Aug-21	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this agenda item is warranted given the underlying transaction warrants support.
Welbilt, Inc.	30-Sep-21	Management	1	Yes	Approve Merger Agreement	For	For	For	For	A vote FOR this proposal is warranted given the reasonable sales process, implied premium to the unaffected share price, the downside risk of non-approval, and that the all-cash form of consideration provides liquidity and certainty of value.
Welbilt, Inc.	30-Sep-21	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. While unvested PSUs will be deemed as having been attained at the "maximum" level of performance, cash severance is double trigger and reasonably based, all outstanding equity would vest upon a qualifying termination, and no excise tax gross-ups
Welbilt, Inc.	30-Sep-21	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted as the underlying transaction (Item 1) merits support.
Willis Lease Finance Corporation	10-Nov-21	Management	1	Yes	Elect Director Robert J. Keady	For	Withhold	Withhold	Withhold	WITHHOLD votes for all director nominees are warranted for maintaining a long-term poison pill that has not been ratified by shareholders.WITHHOLD votes for non-independent nominee Austin Willis are further warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee.WITHHOLD votes for Compensation Committee member Robert Keady are warranted, in the absence of a say-on-pay proposal, due to a pay-for-performance misalignment. Disclosure surrounding the annual incentive program remains limited, the CEO's base salary remains relatively high compared to peers, performance equity awards utilize annual performance measurement periods, and the CEO's equity awards are outsized. Lastly, concerns are raised with respect to large miscellaneous perquisites provided to the CEO, single-trigger equity vesting acceleration, and a lack of disclosure of compensation-related risk mitigators.
Willis Lease Finance Corporation	10-Nov-21	Management	2	Yes	Elect Director Austin C. Willis	For	Withhold	Withhold	Withhold	WITHHOLD votes for all director nominees are warranted for maintaining a long-term poison pill that has not been ratified by shareholders.WITHHOLD votes for non-independent nominee Austin Willis are further warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee.WITHHOLD votes for Compensation Committee member Robert Keady are warranted, in the absence of a say-on-pay proposal, due to a pay-for-performance misalignment. Disclosure surrounding the annual incentive program remains limited, the CEO's base salary remains relatively high compared to peers, performance equity awards utilize annual performance measurement periods, and the CEO's equity awards are outsized. Lastly, concerns are raised with respect to large miscellaneous perquisites provided to the CEO, single-trigger equity vesting acceleration, and a lack of disclosure of compensation-related risk mitigators.
Willis Lease Finance Corporation	10-Nov-21	Management	3	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: "The company's potential Voting Power Dilution (VPD) for all incentive plans of 18.84 percent is excessive;" The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards;" The company's three-year average burn rate is excessive; and" There is an equity-related pay-for-performance
Willis Lease Finance Corporation	10-Nov-21	Management	4	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that:" The purchase price is reasonable;" The shares reserved is relatively conservative; and" The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Willis Lease Finance Corporation	10-Nov-21	Management	5	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Winnebago Industries, Inc.	14-Dec-21	Management	1	Yes	Elect Director Maria F. Blase	For	For	For	For	A vote FOR all director nominees is warranted.
Winnebago Industries, Inc.	14-Dec-21	Management	2	Yes	Elect Director Christopher J. Braun	For	For	For	For	A vote FOR all director nominees is warranted.
Winnebago Industries, Inc.	14-Dec-21	Management	3	Yes	Elect Director David W. Miles	For	For	For	For	A vote FOR all director nominees is warranted.
Winnebago Industries, Inc.	14-Dec-21	Management	4	Yes	Elect Director Jacqueline D. Woods	For	For	For	For	A vote FOR all director nominees is warranted.
Winnebago Industries, Inc.	14-Dec-21	Management	5	Yes	Elect Director Kevin E. Bryant	For	For	For	For	A vote FOR all director nominees is warranted.
Winnebago Industries, Inc.	14-Dec-21	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Winnebago Industries, Inc.	14-Dec-21	Management	7	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
Winnebago Industries, Inc.	14-Dec-21	Management	8	Yes	Change State of Incorporation [Iowa to Minnesota]	For	For	For	For	A vote FOR this proposal is warranted. On balance, the reincorporation to Minnesota would be favorable to shareholders and their rights.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
World Acceptance Corporation	04-Aug-21	Management	1	Yes	Elect Director Ken R. Bramlett, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Ken Bramlett Jr., R. Chad Prashad, Charles Way and Darrell Whitaker are warranted for lack of a majority independent board.WITHHOLD votes for Ken Bramlett Jr., Charles Way and Darrell Whitaker are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
World Acceptance Corporation	04-Aug-21	Management	2	Yes	Elect Director R. Chad Prashad	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Ken Bramlett Jr., R. Chad Prashad, Charles Way and Darrell Whitaker are warranted for lack of a majority independent board.WITHHOLD votes for Ken Bramlett Jr., Charles Way and Darrell Whitaker are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
World Acceptance Corporation	04-Aug-21	Management	3	Yes	Elect Director Scott J. Vassalluzzo	For	For	For	For	WITHHOLD votes for non-independent nominees Ken Bramlett Jr., R. Chad Prashad, Charles Way and Darrell Whitaker are warranted for lack of a majority independent board.WITHHOLD votes for Ken Bramlett Jr., Charles Way and Darrell Whitaker are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
World Acceptance Corporation	04-Aug-21	Management	4	Yes	Elect Director Charles D. Way	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Ken Bramlett Jr., R. Chad Prashad, Charles Way and Darrell Whitaker are warranted for lack of a majority independent board.WITHHOLD votes for Ken Bramlett Jr., Charles Way and Darrell Whitaker are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
World Acceptance Corporation	04-Aug-21	Management	5	Yes	Elect Director Darrell E. Whitaker	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Ken Bramlett Jr., R. Chad Prashad, Charles Way and Darrell Whitaker are warranted for lack of a majority independent board.WITHHOLD votes for Ken Bramlett Jr., Charles Way and Darrell Whitaker are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
World Acceptance Corporation	04-Aug-21	Management	6	Yes	Elect Director Elizabeth R. Neuhoff	For	For	For	For	WITHHOLD votes for non-independent nominees Ken Bramlett Jr., R. Chad Prashad, Charles Way and Darrell Whitaker are warranted for lack of a majority independent board.WITHHOLD votes for Ken Bramlett Jr., Charles Way and Darrell Whitaker are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
World Acceptance Corporation	04-Aug-21	Management	7	Yes	Elect Director Benjamin E. Robinson, III	For	For	For	For	WITHHOLD votes for non-independent nominees Ken Bramlett Jr., R. Chad Prashad, Charles Way and Darrell Whitaker are warranted for lack of a majority independent board.WITHHOLD votes for Ken Bramlett Jr., Charles Way and Darrell Whitaker are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
World Acceptance Corporation	04-Aug-21	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
World Acceptance Corporation	04-Aug-21	Management	9	Yes	Ratify RSM US LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit
Worthington Industries, Inc.	29-Sep-21	Management	1	Yes	Elect Director John B. Blystone	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Blystone and Sidney Ribeau are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee.WITHHOLD votes for audit committee member Mark Davis are warranted in light of the pledging of a significant amount of the company's stock.
Worthington Industries, Inc.	29-Sep-21	Management	2	Yes	Elect Director Mark C. Davis	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Blystone and Sidney Ribeau are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee.WITHHOLD votes for audit committee member Mark Davis are warranted in light of the pledging of a significant amount of the company's stock.
Worthington Industries, Inc.	29-Sep-21	Management	3	Yes	Elect Director Sidney A. Ribeau	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Blystone and Sidney Ribeau are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee.WITHHOLD votes for audit committee member Mark Davis are warranted in light of the pledging of a significant amount of the company's stock.
Worthington Industries, Inc.	29-Sep-21	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Worthington Industries, Inc.	29-Sep-21	Management	5	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven
Worthington Industries, Inc.	29-Sep-21	Shareholder	6	Yes	Report on Climate Policy	Against	For	For	For	A vote FOR this proposal is warranted, as the additional information related to achieving net zero emissions would help shareholders better understand how the company is managing climate-related risks and preparing for a low carbon economy.
Xeris Pharmaceuticals, Inc.	14-Sep-21	Management	1	Yes	Approve Transaction Agreement	For	For	For	For	A vote FOR this proposal is warranted as its approval will facilitate the completion of the underlying transaction in Item 2, which warrants shareholder support.
Xeris Pharmaceuticals, Inc.	14-Sep-21	Management	2	Yes	Approve Merger Agreement	For	For	For	For	A vote FOR the transaction is warranted in light of anticipated cost synergies and the strategic rationale.
Xeris Pharmaceuticals, Inc.	14-Sep-21	Management	3	Yes	Adjourn Meeting	For	For	For	For	Support FOR this proposal is warranted as the underlying transaction warrants support.

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FIAM Proxy Votes July - December 2021 Compared to ISS and Glass Lewis Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote
Airtac International Group	1	Approve Business Operations Report and Consolidated Financial Statements	No	For	For	N/A	For
Airtac International Group	2	Amend Rules and Procedures Regarding Shareholder's General Meeting	No	For	For	N/A	For
Airtac International Group	3	Amend Rules and Procedures for Election of Directors	No	For	For	N/A	For
Airtac International Group	4	Amend Procedures for Endorsement and Guarantees	No	For	For	N/A	For
Airtac International Group	5	Amend Trading Procedures Governing Derivatives Products	No	For	Against	N/A	For
Alibaba Group Holding Limited	1.1	Elect Director Joseph C. Tsai	No	For	Against	N/A	For
Alibaba Group Holding Limited	1.2	Elect Director J. Michael Evans	No	For	Against	N/A	For
Alibaba Group Holding Limited	1.3	Elect Director E. Borje Ekholm	No	For	For	N/A	For
Alibaba Group Holding Limited	2	Ratify PricewaterhouseCoopers as Auditors	No	For	For	N/A	For
Angel Yeast Co., Ltd.	1	Approve Implementation of the Green Manufacturing Project with an Annual Output of 15,000 Tons of Yeast Extract	No	For	For	N/A	For
Angel Yeast Co., Ltd.	1	Amend Working System for Independent Directors	No	For	Against	N/A	Against
Angel Yeast Co., Ltd.	1	Approve Company's Eligibility for Private Placement of Shares		For	For	N/A	For
Angel Yeast Co., Ltd.	2	Approve Acquisition of Asset	No	For	For	N/A	For
Angel Yeast Co., Ltd.	2.1	Approve Share Type and Par Value		For	For	N/A	For
Angel Yeast Co., Ltd.	2.10	Approve Use of Proceeds		For	For	N/A	For
Angel Yeast Co., Ltd.	2.2	Approve Issue Manner and Issue Time		For	For	N/A	For
Angel Yeast Co., Ltd.	2.3	Approve Target Subscribers and Subscription Method		For	For	N/A	For
Angel Yeast Co., Ltd.	2.4	Approve Issue Price and Pricing Basis		For	For	N/A	For
Angel Yeast Co., Ltd.	2.5	Approve Issue Size		For	For	N/A	For
Angel Yeast Co., Ltd.	2.6	Approve Lock-up Period		For	For	N/A	For
Angel Yeast Co., Ltd.	2.7	Approve Listing Exchange		For	For	N/A	For
Angel Yeast Co., Ltd.	2.8	Approve Distribution Arrangement of Cumulative Earnings		For	For	N/A	For
Angel Yeast Co., Ltd.	2.9	Approve Resolution Validity Period		For	For	N/A	For
Angel Yeast Co., Ltd.	3	Approve Adjustment of Guarantee Provision Plan	No	For	Against	N/A	For
Angel Yeast Co., Ltd.	3	Approve Plan on Private Placement of Shares		For	For	N/A	For
Angel Yeast Co., Ltd.	4	Approve Feasibility Analysis Report on the Use of Proceeds		For	For	N/A	For
Angel Yeast Co., Ltd.	5	Approve Unnecessity to Produce Usage Report on Previously Raised Funds		For	For	N/A	For
Angel Yeast Co., Ltd.	6	Approve Special Account for Raised Funds		For	For	N/A	For
Angel Yeast Co., Ltd.	7	Approve Impact of Dilution of Current Returns on Major Financial Indicators, the Relevant Measures to be Taken and Commitment from Relevant Parties		For	For	N/A	For
Angel Yeast Co., Ltd.	8	Approve Shareholder Return Plan		For	For	N/A	For
Angel Yeast Co., Ltd.	9	Approve Authorization of Board to Handle All Related Matters		For	For	N/A	For
Atacadao SA	1	Ratify Interim Dividends Approved at the June 11 and November 9, 2021 Board of Directors Meeting		For	For	N/A	For

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FIAM Proxy Votes July - December 2021 Compared to ISS and Glass Lewis Recommendations							
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote
Atacadao SA	2	Authorize Capitalization of Reserves Without Issuance of Shares and Amend Article 5 Accordingly		For	For	N/A	For
Atacadao SA	3	Consolidate Bylaws		For	For	N/A	For
Axis Bank Limited	1	Accept Financial Statements and Statutory Reports	No	For	For	N/A	For
Axis Bank Limited	2	Reelect Rajiv Anand as Director	No	For	For	N/A	For
Axis Bank Limited	3	Approve M P Chitale & Co., Chartered Accountants, Mumbai as Joint Statutory Auditors and Authorize Board to Fix Their Remuneration	No	For	For	N/A	For
Axis Bank Limited	4	Approve C N K & Associates LLP, Chartered Accountants, Mumbai as Joint Statutory Auditors and Authorize Board to Fix Their Remuneration	No	For	For	N/A	For
Axis Bank Limited	5	Elect Vasantha Govindan as Director	No	For	For	N/A	For
Axis Bank Limited	6	Elect S. Mahendra Dev as Director	No	For	For	N/A	For
Axis Bank Limited	7	Approve Revision in Remuneration to Rakesh Makhija as Non-Executive (Part-Time) Chairman	No	For	For	N/A	For
Axis Bank Limited	8	Approve Revision in Remuneration to Amitabh Chaudhry as Managing Director & CEO	No	For	For	N/A	For
Axis Bank Limited	9	Approve Reappointment and Remuneration of Amitabh Chaudhry as Managing Director & CEO	No	For	For	N/A	For
Axis Bank Limited	10	Approve Revision in Remuneration to Rajiv Anand as Executive Director (Wholesale Banking)	No	For	For	N/A	For
Axis Bank Limited	11	Approve Revision in Remuneration to Rajesh Dahiya as Executive Director (Corporate Centre)	No	For	For	N/A	For
Axis Bank Limited	12	Approve Payment of Compensation to Non-Executive Director (Excluding the Non-Executive (Part-time) Chairperson)	No	For	For	N/A	For
Axis Bank Limited	13	Authorize Issuance of Debt Securities	No	For	For	N/A	For
Axis Bank Limited	14	Approve Issuance of Additional Equity Stock Options Convertible into Equity Shares to Permanent Employees and Whole-Time Directors of the Company	No	For	For	N/A	For
Axis Bank Limited	15	Approve Issuance of Additional Equity Stock Options Convertible into Equity Shares to Permanent Employees and Whole-Time Directors of Present and Future Subsidiary Companies	No	For	For	N/A	For
Axis Bank Limited	16	Approve Reclassification of United India Insurance Company Limited from Promoter Group to Public Category	No	For	For	N/A	For
Axis Bank Limited	17	Approve Reclassification of National Insurance Company Limited from Promoter Group to Public Category	No	For	For	N/A	For
Axis Bank Limited	18	Approve Reclassification of The New India Assurance Company Limited from Promoter Group to Public Category	No	For	For	N/A	For
Axis Bank Limited	19	Approve Reclassification of General Insurance Corporation of India from Promoter Group to Public Category	No	For	For	N/A	For
Bharti Airtel Limited	1	Accept Financial Statements and Statutory Reports	No	For	For	N/A	For
Bharti Airtel Limited	2	Reelect Rakesh Bharti Mittal as Director	No	For	For	N/A	For
Bharti Airtel Limited	3	Elect Tao Yih Arthur Lang as Director	No	For	For	N/A	For
Bharti Airtel Limited	4	Elect Nisaba Godrej as Director	No	For	For	N/A	Against

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FIAM Proxy Votes July - December 2021 Compared to ISS and Glass Lewis Recommendations							
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote
Bharti Airtel Limited	5	Approve Reappointment and Remuneration of Sunil Bharti Mittal as Chairman (in Executive Capacity)	No	For	Against	N/A	Against
Bharti Airtel Limited	6	Approve Payment of Commission to Non-Executive Directors (Including Independent Directors)	No	For	For	N/A	For
Bharti Airtel Limited	7	Approve Remuneration of Cost Auditors	No	For	For	N/A	For
Bilibili, Inc.	1	Approve Amendments to the Sixth Amended and Restated Memorandum of Association and Articles of Association (Class-based Resolution)	No	For	For	N/A	For
Bilibili, Inc.	1	Approve Amendments to the Sixth Amended and Restated Memorandum of Association and Articles of Association (Class-based Resolution)	No	For	For	N/A	For
Bilibili, Inc.	1	Approve Amendments to the Sixth Amended and Restated Memorandum of Association and Articles of Association (Class-based Resolution)	No	For	For	N/A	For
Bilibili, Inc.	1	Approve Amendments to the Sixth Amended and Restated Memorandum of Association and Articles of Association (Class-based Resolution)	No	For	For	N/A	For
Bilibili, Inc.	2	Approve Amendments to the Sixth Amended and Restated Memorandum of Association and Articles of Association (Non-class-based Resolution)	No	For	For	N/A	For
Bilibili, Inc.	2	Approve Amendments to the Sixth Amended and Restated Memorandum of Association and Articles of Association (Non-class-based Resolution)	No	For	For	N/A	For
Bilibili, Inc.	3	Adopt Chinese Name as Dual Foreign Name of the Company	No	For	For	N/A	For
Bilibili, Inc.	3	Adopt Chinese Name as Dual Foreign Name of the Company	No	For	For	N/A	For
China Construction Bank Corporation	1	Elect Lin Hong as Supervisor		For	For	N/A	For
China Construction Bank Corporation	2	Approve Remuneration Distribution and Settlement Plan for Directors for the Year 2020		For	For	N/A	For
China Construction Bank Corporation	3	Approve Remuneration Distribution and Settlement Plan for Supervisors for the Year 2020		For	For	N/A	For
China Construction Bank Corporation	4	Approve New Provisional Limit on Charitable Donations in 2021		For	For	N/A	For
China Construction Bank Corporation	5	Approve Issuance of Write-Down Undated Capital Bonds		For	For	N/A	For
China Construction Bank Corporation	6	Approve Issuance of Qualified Write-Down Tier-2 Capital Instruments		For	For	N/A	For
China Gas Holdings Limited	1	Accept Financial Statements and Statutory Reports	No	For	For	N/A	For
China Gas Holdings Limited	2	Approve Final Dividend	No	For	For	N/A	For
China Gas Holdings Limited	4	Approve Deloitte Touche Tohmatsu as Auditors and Authorize Board to Fix Their Remuneration	No	For	For	N/A	For
China Gas Holdings Limited	5	Authorize Repurchase of Issued Share Capital	No	For	For	N/A	For
China Gas Holdings Limited	6	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	No	For	Against	N/A	Against
China Gas Holdings Limited	7	Authorize Reissuance of Repurchased Shares	No	For	Against	N/A	Against
China Gas Holdings Limited	3a1	Elect Huang Yong as Director	No	For	For	N/A	Against
China Gas Holdings Limited	3a2	Elect Li Ching as Director	No	For	For	N/A	Against
China Gas Holdings Limited	3a3	Elect Liu Mingxing as Director	No	For	For	N/A	Against

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FIAM Proxy Votes July - December 2021 Compared to ISS and Glass Lewis Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote
China Gas Holdings Limited	3a4	Elect Mahesh Vishwanathan Iyer as Director	No	For	For	N/A	Against
China Gas Holdings Limited	3a5	Elect Zhao Yuhua as Director	No	For	For	N/A	For
China Gas Holdings Limited	3b	Authorize Board to Fix Remuneration of Directors	No	For	For	N/A	Against
China Petroleum & Chemical Corp.	1	Approve Continuing Connected Transactions and Relevant Authorizations		For	Against	N/A	For
China Petroleum & Chemical Corp.	2	Approve Amendments to Articles of Association to Change Business Scope		For	For	N/A	For
China Tourism Group Duty Free Corp. Ltd.	1	Approve Signing of E-commerce Cooperation Agreement	No	For	For	N/A	For
China Tourism Group Duty Free Corp. Ltd.	2	Amend Information Disclosure Management System	No	For	For	N/A	For
China Tourism Group Duty Free Corp. Ltd.	3	Amend Related Party Transaction Management System	No	For	For	N/A	For
CP All Public Company Limited	1	Approve Increase in Number of Directors from 15 to 16 and Elect Kittipong Kittayarak as Director		For	For	N/A	For
CP All Public Company Limited	2	Approve Acquisition of Assets in Relation to the Acceptance of the Entire Business Transfer of C.P. Retail Holding Company Limited by Siam Makro Public Company Limited		For	For	N/A	For
CP All Public Company Limited	3	Approve Disposal of Assets in Relation to the Entire Business Transfer of C.P. Retail Holding Company Limited to Siam Makro Public Company Limited		For	For	N/A	For
CP All Public Company Limited	4	Approve Offering of Shares in Siam Makro Public Company Limited to the Public (Public Offering)		For	For	N/A	For
E.SUN Financial Holding Co., Ltd.	1	Approve Business Report and Financial Statements	No	For	For	N/A	For
E.SUN Financial Holding Co., Ltd.	2	Approve Profit Distribution	No	For	For	N/A	For
E.SUN Financial Holding Co., Ltd.	3	Approve Capital Increase from Retained Earnings and Remuneration to Employees	No	For	For	N/A	For
E.SUN Financial Holding Co., Ltd.	4	Amend Rules and Procedures Regarding Shareholders' General Meeting	No	For	For	N/A	For
Eicher Motors Limited	1	Approve Reappointment of Siddhartha Lal as Managing Director		For	For	N/A	For
Eicher Motors Limited	2	Approve Remuneration of Siddhartha Lal as Managing Director		For	For	N/A	For
eMemory Technology, Inc.	1	Approve Business Report and Financial Statements	No	For	For	N/A	For
eMemory Technology, Inc.	2	Approve Plan on Profit Distribution	No	For	For	N/A	For
eMemory Technology, Inc.	3.1	Elect Charles Hsu with Shareholder No. 3 as Non-independent Director	No	For	For	N/A	Against
eMemory Technology, Inc.	3.2	Elect Li-Jeng Chen with Shareholder No. 18728 as Non-independent Director	No	For	For	N/A	Against
eMemory Technology, Inc.	3.3	Elect Mu-Chuan Hsu with Shareholder No. 110 as Non-independent Director	No	For	For	N/A	Against
eMemory Technology, Inc.	3.4	Elect Teresa Cheng, a Representative of How-Han Investment Corporation with Shareholder No. 532 as Non-independent Director	No	For	For	N/A	Against
eMemory Technology, Inc.	3.5	Elect Jason Hsu, a Representative of How-Han Investment Corporation with Shareholder No. 532 as Non-independent Director	No	For	For	N/A	Against
eMemory Technology, Inc.	3.6	Elect Rick Shen with Shareholder No. 146 as Non-independent Director	No	For	For	N/A	Against
eMemory Technology, Inc.	3.7	Elect Kenneth Kin with ID No. F102831XXX as Independent Director	No	For	For	N/A	For
eMemory Technology, Inc.	3.8	Elect Ming-To Yu with ID No. A121533XXX as Independent Director	No	For	For	N/A	For

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FIAM Proxy Votes July - December 2021 Compared to ISS and Glass Lewis Recommendations							
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote
eMemory Technology, Inc.	3.9	Elect T.C. Chen with ID No. T101616XXX as Independent Director	No	For	For	N/A	For
eMemory Technology, Inc.	4	Approve Cash Distribution from Capital Surplus	No	For	For	N/A	For
eMemory Technology, Inc.	5	Approve Amendments to Rules and Procedures Regarding Shareholders' General Meeting	No	For	For	N/A	For
eMemory Technology, Inc.	6	Approve Amendment to Rules and Procedures for Election of Directors	No	For	For	N/A	For
eMemory Technology, Inc.	7	Approve Release of Restrictions of Competitive Activities of Charles Hsu	No	For	For	N/A	For
eMemory Technology, Inc.	8	Approve Release of Restrictions of Competitive Activities of Mu-Chuan Hsu	No	For	For	N/A	For
eMemory Technology, Inc.	9	Approve Release of Restrictions of Competitive Activities of a Representative of How-Han Investment Corporation	No	For	For	N/A	For
eMemory Technology, Inc.	10	Approve Release of Restrictions of Competitive Activities of Teresa Cheng, a Representative of How-Han Investment Corporation	No	For	For	N/A	For
eMemory Technology, Inc.	11	Approve Release of Restrictions of Competitive Activities of Jason Hsu, a Representative of How-Han Investment Corporation	No	For	For	N/A	For
eMemory Technology, Inc.	12	Approve Release of Restrictions of Competitive Activities of Rick Shen	No	For	For	N/A	For
eMemory Technology, Inc.	13	Approve Release of Restrictions of Competitive Activities of Kenneth Kin	No	For	For	N/A	For
eMemory Technology, Inc.	14	Approve Release of Restrictions of Competitive Activities of Ming-To Yu	No	For	For	N/A	For
eMemory Technology, Inc.	15	Approve Release of Restrictions of Competitive Activities of T.C. Chen	No	For	For	N/A	For
Fomento Economico Mexicano SAB de CV	1	Amend Article 2 Re: Corporate Purpose	No	For	For	N/A	For
Fomento Economico Mexicano SAB de CV	2	Amend Article 28 Re: Board Meetings	No	For	For	N/A	For
Fomento Economico Mexicano SAB de CV	3	Authorize Board to Ratify and Execute Approved Resolutions	No	For	For	N/A	For
Fomento Economico Mexicano SAB de CV	4	Approve Minutes of Meeting	No	For	For	N/A	For
Grupo Financiero Banorte SAB de CV	1.1	Approve Cash Dividends of MXN 2.65 Per Share		For	For	N/A	For
Grupo Financiero Banorte SAB de CV	1.2	Approve Dividend to Be Paid on Nov. 30, 2021		For	For	N/A	For
Grupo Financiero Banorte SAB de CV	2	Authorize Board to Ratify and Execute Approved Resolutions		For	For	N/A	For
HDFC Bank Limited	1	Accept Standalone Financial Statements and Statutory Reports	No	For	For	N/A	For
HDFC Bank Limited	2	Accept Consolidated Financial Statements and Statutory Reports	No	For	For	N/A	For
HDFC Bank Limited	3	Approve Dividend	No	For	For	N/A	For
HDFC Bank Limited	4	Reelect Srikanth Nadhamuni as Director	No	For	For	N/A	For
HDFC Bank Limited	5	Authorize Board to Fix Remuneration of MSKA & Associates, Chartered Accountants as Statutory Auditors	No	For	For	N/A	For
HDFC Bank Limited	6	Approve Revision in the Term of Office of MSKA & Associates, Chartered Accountants as Statutory Auditors and Authorize Board to Fix Their Remuneration	No	For	For	N/A	For

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FIAM Proxy Votes July - December 2021 Compared to ISS and Glass Lewis Recommendations							
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote
HDFC Bank Limited	7	Approve M. M. Nissim & Co. LLP, Chartered Accountants as Joint Statutory Auditors and Authorize Board to Fix Their Remuneration	No	For	For	N/A	For
HDFC Bank Limited	8	Approve Revised Remuneration of Non-Executive Directors Except for Part Time Non-Executive Chairperson	No	For	For	N/A	For
HDFC Bank Limited	9	Elect Umesh Chandra Sarangi as Director	No	For	For	N/A	For
HDFC Bank Limited	10	Approve Appointment and Remuneration of Atanu Chakraborty as Part time Non-Executive Chairman and Independent Director	No	For	For	N/A	For
HDFC Bank Limited	11	Elect Sunita Maheshwari as Director	No	For	For	N/A	For
HDFC Bank Limited	12	Approve Related Party Transactions with Housing Development Finance Corporation Limited	No	For	For	N/A	For
HDFC Bank Limited	13	Approve Related Party Transactions with HDB Financial Services Limited	No	For	For	N/A	For
HDFC Bank Limited	14	Authorize Issuance of Unsecured Perpetual Debt Instruments, Tier II Capital Bonds and Long Term Bonds on Private Placement Basis	No	For	For	N/A	For
HDFC Bank Limited	15	Amend HDFC Bank Limited Employees' Stock Option Scheme, 2007 (ESOS-Plan D-2007)	No	For	For	N/A	For
HDFC Bank Limited	16	Amend HDFC Bank Limited Employees' Stock Option Scheme, 2010 (ESOS-Plan E-2010)	No	For	For	N/A	For
HDFC Bank Limited	17	Amend HDFC Bank Limited Employees' Stock Option Scheme, 2013 (ESOS-Plan F-2013)	No	For	For	N/A	For
HDFC Bank Limited	18	Amend HDFC Bank Limited Employees' Stock Option Scheme, 2016 (ESOS-Plan G-2016)	No	For	For	N/A	For
Housing Development Finance Corporation Limited	1	Elect Rajesh Narain Gupta as Director		For	For	N/A	For
Housing Development Finance Corporation Limited	2	Approve Dividend	No	For	For	N/A	For
Housing Development Finance Corporation Limited	2	Elect P. R. Ramesh as Director		For	For	N/A	Against
Housing Development Finance Corporation Limited	3	Reelect Keki M. Mistry as Director	No	For	For	N/A	Against
Housing Development Finance Corporation Limited	3	Approve S.R. Batliboi & Co. LLP as Joint Statutory Auditors and Authorize Board to Fix Their Remuneration		For	For	N/A	For
Housing Development Finance Corporation Limited	4	Approve Revision in the Salary Range of Renu Sud Karnad as Managing Director	No	For	For	N/A	For
Housing Development Finance Corporation Limited	4	Approve G. M. Kapadia & Co. as Joint Statutory Auditors and Authorize Board to Fix Their Remuneration		For	For	N/A	For
Housing Development Finance Corporation Limited	5	Approve Revision in the Salary Range of V. Srinivasa Rangan as Whole-time Director, Designated as Executive Director	No	For	For	N/A	For
Housing Development Finance Corporation Limited	6	Approve Reappointment and Remuneration of Keki M. Mistry as Managing Director, Designated as Vice Chairman & Chief Executive Officer	No	For	For	N/A	For
Housing Development Finance Corporation Limited	7	Approve Related Party Transactions with HDFC Bank Limited	No	For	For	N/A	For
Housing Development Finance Corporation Limited	8	Approve Borrowing Powers	No	For	For	N/A	For

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FIAM Proxy Votes July - December 2021 Compared to ISS and Glass Lewis Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote
Housing Development Finance Corporation Limited	9	Approve Issuance of Redeemable Non-Convertible Debentures and/or Other Hybrid Instruments on Private Placement Basis	No	For	For	N/A	For
Housing Development Finance Corporation Limited	1.a	Accept Financial Statements and Statutory Reports	No	For	For	N/A	For
Housing Development Finance Corporation Limited	1.b	Accept Consolidated Financial Statements and Statutory Reports	No	For	For	N/A	For
ICICI Bank Limited	1	Accept Financial Statements and Statutory Reports	No	For	For	N/A	For
ICICI Bank Limited	2	Approve Dividend	No	For	For	N/A	For
ICICI Bank Limited	3	Reelect Sandeep Bakhshi as Director	No	For	For	N/A	For
ICICI Bank Limited	4	Approve MSKA & Associates, Chartered Accountants as Joint Statutory Auditors and Authorize Board to Fix Their Remuneration	No	For	For	N/A	For
ICICI Bank Limited	5	Approve Khimji Kunverji & Co LLP, Chartered Accountants as Joint Statutory Auditors and Authorize Board to Fix Their Remuneration	No	For	For	N/A	For
ICICI Bank Limited	6	Approve Revision in the Remuneration of Sandeep Bakhshi as Managing Director and Chief Executive Officer	No	For	For	N/A	For
ICICI Bank Limited	7	Approve Revision in the Remuneration of Vishakha Mulye as Executive Director	No	For	For	N/A	For
ICICI Bank Limited	8	Approve Revision in the Remuneration of Sandeep Batra as Executive Director	No	For	For	N/A	For
ICICI Bank Limited	9	Approve Revision in the Remuneration of Anup Bagchi as Executive Director	No	For	For	N/A	For
ICICI Bank Limited	10	Approve Reappointment and Remuneration of Anup Bagchi as Whole Time Director Designated as Executive Director	No	For	For	N/A	For
ICICI Bank Limited	11	Approve Payment of Remuneration to Non-Executive Directors (other than Part-Time Chairman and the Director Nominated by the Government of India)	No	For	For	N/A	For
Impala Platinum Holdings Ltd.	1	Reappoint Deloitte as Auditors with Sphiwe Stemela as the Designated Auditor		For	For	N/A	For
Impala Platinum Holdings Ltd.	1.1	Approve Fees of the Chairperson of the Board		For	For	N/A	For
Impala Platinum Holdings Ltd.	1.10	Approve Fees of the Health, Safety, Environment and Risk Committee Chairperson		For	For	N/A	For
Impala Platinum Holdings Ltd.	1.11	Approve Fees of the Health, Safety, Environment and Risk Committee Member		For	For	N/A	For
Impala Platinum Holdings Ltd.	1.12	Approve Fees of the Strategy and Investment Committee Chairperson		For	For	N/A	For
Impala Platinum Holdings Ltd.	1.13	Approve Fees of the Strategy and Investment Committee Member		For	For	N/A	For
Impala Platinum Holdings Ltd.	1.14	Approve Fees for Ad Hoc Meetings		For	For	N/A	For
Impala Platinum Holdings Ltd.	1.2	Approve Fees of the Lead Independent Director		For	For	N/A	For
Impala Platinum Holdings Ltd.	1.4	Approve Fees of the Audit and Risk Committee Chairperson		For	For	N/A	For
Impala Platinum Holdings Ltd.	1.5	Approve Fees of the Audit and Risk Committee Member		For	For	N/A	For
Impala Platinum Holdings Ltd.	1.6	Approve Fees of the Social, Transformation and Remuneration Committee Chairperson		For	For	N/A	For
Impala Platinum Holdings Ltd.	1.7	Approve Fees of the Social, Transformation and Remuneration Committee Member		For	For	N/A	For
Impala Platinum Holdings Ltd.	1.8	Approve Fees of the Nominations, Governance and Ethics Committee Chairperson		For	For	N/A	For

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FIAM Proxy Votes July - December 2021 Compared to ISS and Glass Lewis Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote
Impala Platinum Holdings Ltd.	1.9	Approve Fees of the Nominations, Governance and Ethics Committee Member		For	For	N/A	For
Impala Platinum Holdings Ltd.	2	Approve Financial Assistance in Terms of Sections 44 and 45 of the Companies Act		For	For	N/A	For
Impala Platinum Holdings Ltd.	2.1	Re-elect Peter Davey as Director		For	For	N/A	For
Impala Platinum Holdings Ltd.	2.2	Elect Ralph Havenstein as Director		For	For	N/A	For
Impala Platinum Holdings Ltd.	2.3	Re-elect Boitumelo Koshane as Director		For	For	N/A	For
Impala Platinum Holdings Ltd.	2.4	Re-elect Alastair Macfarlane as Director		For	For	N/A	For
Impala Platinum Holdings Ltd.	2.5	Re-elect Mpho Nkeli as Director		For	For	N/A	For
Impala Platinum Holdings Ltd.	3	Authorise Repurchase of Issued Share Capital		For	For	N/A	For
Impala Platinum Holdings Ltd.	3.1	Re-elect Dawn Earp as Member of the Audit and Risk Committee		For	For	N/A	For
Impala Platinum Holdings Ltd.	3.2	Re-elect Peter Davey as Member of the Audit and Risk Committee		For	For	N/A	For
Impala Platinum Holdings Ltd.	3.3	Elect Ralph Havenstein as Member of the Audit and Risk Committee		For	For	N/A	For
Impala Platinum Holdings Ltd.	3.4	Re-elect Preston Speckmann as Member of the Audit and Risk Committee		For	For	N/A	For
Impala Platinum Holdings Ltd.	4	Authorise Board to Issue Shares for Cash		For	For	N/A	For
Impala Platinum Holdings Ltd.	5	Authorise Ratification of Approved Resolutions		For	For	N/A	For
Impala Platinum Holdings Ltd.	6.1	Approve Remuneration Policy		For	For	N/A	For
Impala Platinum Holdings Ltd.	6.2	Approve Remuneration Implementation Report		For	Against	N/A	For
Impala Platinum Holdings Ltd.	1,3	Approve Fees of the Non-executive Directors		For	For	N/A	For
Indraprastha Gas Limited	1	Accept Financial Statements and Statutory Reports	No	For	For	N/A	For
Indraprastha Gas Limited	2	Approve Dividend	No	For	For	N/A	For
Indraprastha Gas Limited	3	Reelect Asit Kumar Jana as Director	No	For	For	N/A	Against
Indraprastha Gas Limited	4	Authorize Board to Fix Remuneration of Auditors	No	For	For	N/A	For
Indraprastha Gas Limited	5	Elect Arun Kumar Singh as Director	No	For	For	N/A	Against
Indraprastha Gas Limited	6	Elect Rakesh Kumar Jain as Director	No	For	For	N/A	Against
Indraprastha Gas Limited	7	Elect Ashish Kundra as Director	No	For	For	N/A	Against
Indraprastha Gas Limited	8	Approve Remuneration of Cost Auditors	No	For	For	N/A	For
Indraprastha Gas Limited	9	Ratify Contract for Purchase of APM Gas for NCT of Delhi as a Material Related Party Transaction	No	For	For	N/A	For
Industrial & Commercial Bank of China Limited	1	Approve Payment Plan of Remuneration to Directors for 2020		For	For	N/A	For
Industrial & Commercial Bank of China Limited	2	Approve Payment Plan of Remuneration to Supervisors for 2020		For	For	N/A	For
Industrial & Commercial Bank of China Limited	3	Elect Zheng Guoyu as Director		For	For	N/A	For
Industrial & Commercial Bank of China Limited	4	Elect Dong Yang as Director		For	For	N/A	For

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FIAM Proxy Votes July - December 2021 Compared to ISS and Glass Lewis Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote
Industrial & Commercial Bank of China Limited	5	Elect Zhang Jie as Supervisor		For	For	N/A	For
Industrial & Commercial Bank of China Limited	6	Approve Application for Temporary Authorization Limit for External Donations		For	For	N/A	For
Industrial & Commercial Bank of China Limited	7	Approve Proposal on Issuing Eligible Tier 2 Capital Instruments		For	For	N/A	For
Industrial and Commercial Bank of China Limited	1	Elect Huang Liangbo as Supervisor	No	For	For	N/A	For
Industrial and Commercial Bank of China Limited	2	Elect Wang Jingwu as Director	No	For	For	N/A	For
JD Health International Inc.	1	Approve JD Sales Framework Agreement and Proposed Revised Annual Caps		For	For	N/A	For
JD Health International Inc.	2	Approve Marketing Services Framework Agreement and Proposed Revised Annual Caps		For	For	N/A	For
JD Health International Inc.	3	Approve Promotion Services Framework Agreement and Proposed Revised Annual Caps		For	For	N/A	For
JD Health International Inc.	4	Elect Enlin Jin as Director		For	For	N/A	For
Kotak Mahindra Bank Limited	1	Accept Standalone Financial Statements and Statutory Reports	No	For	For	N/A	For
Kotak Mahindra Bank Limited	2	Accept Consolidated Financial Statements and Statutory Reports	No	For	For	N/A	For
Kotak Mahindra Bank Limited	3	Confirm Interim Dividend on Preference Shares	No	For	For	N/A	For
Kotak Mahindra Bank Limited	4	Approve Dividend	No	For	For	N/A	For
Kotak Mahindra Bank Limited	5	Reelect C. Jayaram as Director	No	For	For	N/A	Against
Kotak Mahindra Bank Limited	6	Authorize Board to Fix Remuneration of Walker Chandiok & Co LLP, Chartered Accountants as Statutory Auditors	No	For	For	N/A	For
Kotak Mahindra Bank Limited	7	Approve Walker Chandiok & Co LLP, Chartered Accountants as Joint Statutory Auditors and Authorize Board to Fix Their Remuneration	No	For	For	N/A	For
Kotak Mahindra Bank Limited	8	Approve Price Waterhouse LLP, Chartered Accountants as Joint Statutory Auditors and Authorize Board to Fix Their Remuneration	No	For	For	N/A	For
Kotak Mahindra Bank Limited	9	Elect Ashok Gulati as Director	No	For	For	N/A	For
Kotak Mahindra Bank Limited	10	Reelect Uday Chander Khanna as Director	No	For	For	N/A	For
Kotak Mahindra Bank Limited	11	Approve Material Related Party Transaction with Infina Finance Private Limited	No	For	For	N/A	For
Kotak Mahindra Bank Limited	12	Approve Material Related Party Transaction with Uday Suresh Kotak	No	For	For	N/A	For
Kotak Mahindra Bank Limited	13	Approve Issuance of Non-Convertible Debentures/ Bonds/ Other Debt Securities on Private Placement Basis	No	For	For	N/A	For
Kotak Mahindra Bank Limited	14	Approve Payment of Remuneration to Non-Executive Directors (excluding the Non-Executive Part-time Chairperson)	No	For	For	N/A	For
Kotak Mahindra Bank Limited	15	Approve Payment of Remuneration to Jay Kotak for Holding an Office or Place of Profit in the Bank	No	For	For	N/A	For
Kweichow Moutai Co., Ltd.	1	Elect Ding Xiongjun as Non-independent Director	No	For	For	N/A	For
Kweichow Moutai Co., Ltd.	2	Amend Articles of Association	No	For	Against	N/A	Against
Kweichow Moutai Co., Ltd.	3	Amend Rules and Procedures Regarding General Meetings of Shareholders	No	For	For	N/A	For

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FIAM Proxy Votes July - December 2021 Compared to ISS and Glass Lewis Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote
Kweichow Moutai Co., Ltd.	4	Amend Rules and Procedures Regarding Meetings of Board of Directors	No	For	For	N/A	For
Kweichow Moutai Co., Ltd.	5	Amend Rules and Procedures Regarding Meetings of Board of Supervisors	No	For	For	N/A	For
Kweichow Moutai Co., Ltd.	6	Approve Signing of Trademark License Agreement	No	For	For	N/A	For
Kweichow Moutai Co., Ltd.	7	Approve Daily Related Party Transactions	No	For	Against	N/A	For
Larsen & Toubro Limited	1	Accept Financial Statements and Statutory Reports	No	For	For	N/A	For
Larsen & Toubro Limited	2	Approve Final Dividend	No	For	For	N/A	For
Larsen & Toubro Limited	3	Reelect D. K. Sen as Director	No	For	For	N/A	Against
Larsen & Toubro Limited	4	Reelect Hemant Bhargava as Director	No	For	For	N/A	Against
Larsen & Toubro Limited	5	Reelect M. V. Satish as Director	No	For	For	N/A	Against
Larsen & Toubro Limited	6	Reelect R. Shankar Raman to Continue Office as Director	No	For	For	N/A	Against
Larsen & Toubro Limited	7	Elect Preetha Reddy as Director	No	For	For	N/A	For
Larsen & Toubro Limited	8	Elect Preetha Reddy as Independent Director	No	For	For	N/A	For
Larsen & Toubro Limited	9	Reelect Sanjeev Aga as Director	No	For	For	N/A	For
Larsen & Toubro Limited	10	Reelect Narayanan Kumar as Director	No	For	Against	N/A	For
Larsen & Toubro Limited	11	Approve Reappointment and Remuneration of M. V. Satish as Whole-time Director	No	For	Against	N/A	For
Larsen & Toubro Limited	12	Approve Reappointment and Remuneration of R. Shankar Raman as Whole-time Director	No	For	Against	N/A	For
Larsen & Toubro Limited	13	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	No	For	For	N/A	For
Larsen & Toubro Limited	14	Approve Remuneration of Cost Auditors	No	For	For	N/A	For
Li Auto Inc.	1	Amend Memorandum and Articles of Association		For	For	N/A	For
Li Auto Inc.	1	Amend Memorandum and Articles of Association		For	For	N/A	For
Li Auto Inc.	2	Amend Memorandum and Articles of Association		For	For	N/A	For
Li Auto Inc.	3	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights		For	Against	N/A	Against
Li Auto Inc.	4	Authorize Repurchase of Issued Share Capital		For	For	N/A	For
Li Auto Inc.	5	Authorize Reissuance of Repurchased Shares		For	Against	N/A	Against
Naspers Ltd.	1	Accept Financial Statements and Statutory Reports for Year Ended 31 March 2021	No	For	For	N/A	For
Naspers Ltd.	1.1	Approve Fees of the Board Chairman	No	For	For	N/A	For
Naspers Ltd.	1.10	Approve Fees of the Nomination Committee Member	No	For	For	N/A	For
Naspers Ltd.	1.11	Approve Fees of the Social, Ethics and Sustainability Committee Chairman	No	For	For	N/A	For
Naspers Ltd.	1.12	Approve Fees of the Social, Ethics and Sustainability Committee Member	No	For	For	N/A	For
Naspers Ltd.	1.13	Approve Fees of the Trustees of Group Share Schemes/Other Personnel Funds	No	For	For	N/A	For

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FIAM Proxy Votes July - December 2021 Compared to ISS and Glass Lewis Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote
Naspers Ltd.	1.2	Approve Fees of the Board Member	No	For	For	N/A	For
Naspers Ltd.	1.3	Approve Fees of the Audit Committee Chairman	No	For	For	N/A	For
Naspers Ltd.	1.4	Approve Fees of the Audit Committee Member	No	For	For	N/A	For
Naspers Ltd.	1.5	Approve Fees of the Risk Committee Chairman	No	For	For	N/A	For
Naspers Ltd.	1.6	Approve Fees of the Risk Committee Member	No	For	For	N/A	For
Naspers Ltd.	1.7	Approve Fees of the Human Resources and Remuneration Committee Chairman	No	For	For	N/A	For
Naspers Ltd.	1.8	Approve Fees of the Human Resources and Remuneration Committee Member	No	For	For	N/A	For
Naspers Ltd.	1.9	Approve Fees of the Nomination Committee Chairman	No	For	For	N/A	For
Naspers Ltd.	2	Approve Dividends for N Ordinary and A Ordinary Shares	No	For	For	N/A	For
Naspers Ltd.	2	Approve Financial Assistance in Terms of Section 44 of the Companies Act	No	For	Against	N/A	For
Naspers Ltd.	3	Reappoint PricewaterhouseCoopers Inc as Auditors of the Company with V Myburgh as the Individual Registered Auditor	No	For	For	N/A	For
Naspers Ltd.	3	Approve Financial Assistance in Terms of Section 45 of the Companies Act	No	For	For	N/A	For
Naspers Ltd.	4	Elect Angelien Kemna as Director	No	For	For	N/A	For
Naspers Ltd.	4	Authorise Repurchase of N Ordinary Shares	No	For	For	N/A	For
Naspers Ltd.	5	Authorise Specific Repurchase of N Ordinary Shares from Holders of N Ordinary Shares	No	For	Against	N/A	For
Naspers Ltd.	5.1	Re-elect Hendrik du Toit as Director	No	For	For	N/A	For
Naspers Ltd.	5.2	Re-elect Craig Enenstein as Director	No	For	Against	N/A	For
Naspers Ltd.	5.3	Re-elect Nolo Letele as Director	No	For	For	N/A	For
Naspers Ltd.	5.4	Re-elect Roberto Oliveira de Lima as Director	No	For	For	N/A	For
Naspers Ltd.	5.5	Re-elect Ben van der Ross as Director	No	For	For	N/A	For
Naspers Ltd.	6	Authorise Repurchase of A Ordinary Shares	No	For	Against	N/A	Against
Naspers Ltd.	6.1	Re-elect Manisha Girotra as Member of the Audit Committee	No	For	For	N/A	For
Naspers Ltd.	6.2	Elect Angelien Kemna as Member of the Audit Committee	No	For	For	N/A	For
Naspers Ltd.	6.3	Re-elect Steve Pacak as Member of the Audit Committee	No	For	Against	N/A	For
Naspers Ltd.	7	Approve Remuneration Policy	No	For	Against	N/A	For
Naspers Ltd.	8	Approve Implementation of the Remuneration Policy	No	For	Against	N/A	For
Naspers Ltd.	9	Place Authorised but Unissued Shares under Control of Directors	No	For	Against	N/A	Against
Naspers Ltd.	10	Authorise Board to Issue Shares for Cash	No	For	Against	N/A	Against
Naspers Ltd.	11	Authorise Ratification of Approved Resolutions	No	For	For	N/A	For
NOVATEK JSC	1	Approve Interim Dividends of RUB 27.67 per Share for First Six Months of Fiscal 2021	No	For	For	N/A	Do Not Vote
NOVATEK JSC	1	Approve Interim Dividends of RUB 27.67 per Share for First Six Months of Fiscal 2021	No	For	For	N/A	Do Not Vote

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FIAM Proxy Votes July - December 2021 Compared to ISS and Glass Lewis Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote
Oil Co. LUKOIL PJSC	1	Approve Interim Dividends of RUB 340 per Share for First Nine Months of Fiscal 2021		For	For	N/A	Do Not Vote
Oil Co. LUKOIL PJSC	1	Approve Interim Dividends of RUB 340 per Share for First Nine Months of Fiscal 2021		For	For	N/A	Do Not Vote
Oil Co. LUKOIL PJSC	2	Approve Remuneration of Directors		For	For	N/A	Do Not Vote
Oil Co. LUKOIL PJSC	2	Approve Remuneration of Directors		For	For	N/A	Do Not Vote
OTP Bank Nyrt	1	Approve Sale of Repurchased Shares For Purpose of Special Employee Co-Ownership Program		For	For	N/A	For
OTP Bank Nyrt	2	Approve Support For Special Employee Co-Ownership Program		For	For	N/A	For
Petroleo Brasileiro SA	1	Elect Directors	No	For	For	N/A	For
Petroleo Brasileiro SA	1	Elect Directors	No	For	Against	N/A	For
Petroleo Brasileiro SA	2	In Case There is Any Change to the Board Slate Composition, May Your Votes Still be Counted for the Proposed Slate?	No	None	Against	N/A	Against
Petroleo Brasileiro SA	2	In Case There is Any Change to the Board Slate Composition, May Your Votes Still be Counted for the Proposed Slate?	No	None	Against	N/A	Against
Petroleo Brasileiro SA	3	Do You Wish to Adopt Cumulative Voting for the Election of the Members of the Board of Directors, Under the Terms of Article 141 of the Brazilian Corporate Law?	No	None	For	N/A	Against
Petroleo Brasileiro SA	3	Do You Wish to Adopt Cumulative Voting for the Election of the Members of the Board of Directors, Under the Terms of Article 141 of the Brazilian Corporate Law?	No	None	For	N/A	For
Petroleo Brasileiro SA	4	In Case Cumulative Voting Is Adopted, Do You Wish to Equally Distribute Your Votes Amongst the Nominees below?	No	None	For	N/A	For
Petroleo Brasileiro SA	4.1	Percentage of Votes to Be Assigned - Elect Eduardo Bacellar Leal Ferreira as Director	No	None	Abstain	N/A	Abstain
Petroleo Brasileiro SA	4.10	Percentage of Votes to Be Assigned - Elect Marcelo Gasparino da Silva as Independent Director Appointed by Minority Shareholder	No	None	For	N/A	For
Petroleo Brasileiro SA	4.11	Percentage of Votes to Be Assigned - Elect Pedro Rodrigues Galvao de Medeiros as Independent Director Appointed by Minority Shareholder	No	None	For	N/A	Abstain
Petroleo Brasileiro SA	4.2	Percentage of Votes to Be Assigned - Elect Joaquim Silva e Luna as Director	No	None	Abstain	N/A	Abstain
Petroleo Brasileiro SA	4.3	Percentage of Votes to Be Assigned - Elect Ruy Flaks Schneider as Independent Director	No	None	Abstain	N/A	Abstain
Petroleo Brasileiro SA	4.4	Percentage of Votes to Be Assigned - Elect Sonia Julia Sulzbeck Villalobos as Independent Director	No	None	Abstain	N/A	Abstain
Petroleo Brasileiro SA	4.5	Percentage of Votes to Be Assigned - Elect Marcio Andrade Weber as Independent Director	No	None	Abstain	N/A	Abstain
Petroleo Brasileiro SA	4.6	Percentage of Votes to Be Assigned - Elect Murilo Marroquim de Souza as Independent Director	No	None	Abstain	N/A	Abstain
Petroleo Brasileiro SA	4.7	Percentage of Votes to Be Assigned - Elect Cynthia Santana Silveira as Independent Director	No	None	Abstain	N/A	Abstain
Petroleo Brasileiro SA	4.8	Percentage of Votes to Be Assigned - Elect Carlos Eduardo Lessa Brandao as Independent Director	No	None	Abstain	N/A	Abstain

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FIAM Proxy Votes July - December 2021 Compared to ISS and Glass Lewis Recommendations							
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote
Petroleo Brasileiro SA	4.9	Percentage of Votes to Be Assigned - Elect Jose Joao Abdalla Filho as Independent Director Appointed by Minority Shareholder	No	None	For	N/A	Abstain
Petroleo Brasileiro SA	5	Elect Eduardo Bacellar Leal Ferreira as Board Chairman	No	For	For	N/A	For
Petroleo Brasileiro SA	5.1	Percentage of Votes to Be Assigned - Elect Eduardo Bacellar Leal Ferreira as Director	No	None	For	N/A	For
Petroleo Brasileiro SA	5.10	Percentage of Votes to Be Assigned - Elect Marcelo Gasparino da Silva as Independent Director Appointed by Minority Shareholder	No	None	For	N/A	For
Petroleo Brasileiro SA	5.11	Percentage of Votes to Be Assigned - Elect Pedro Rodrigues Galvao de Medeiros as Independent Director Appointed by Minority Shareholder	No	None	For	N/A	For
Petroleo Brasileiro SA	5.2	Percentage of Votes to Be Assigned - Elect Joaquim Silva e Luna as Director	No	None	For	N/A	For
Petroleo Brasileiro SA	5.3	Percentage of Votes to Be Assigned - Elect Ruy Flaks Schneider as Independent Director	No	None	For	N/A	For
Petroleo Brasileiro SA	5.4	Percentage of Votes to Be Assigned - Elect Sonia Julia Sulzbeck Villalobos as Independent Director	No	None	For	N/A	For
Petroleo Brasileiro SA	5.5	Percentage of Votes to Be Assigned - Elect Marcio Andrade Weber as Independent Director	No	None	For	N/A	For
Petroleo Brasileiro SA	5.6	Percentage of Votes to Be Assigned - Elect Murilo Marroquim de Souza as Independent Director	No	None	For	N/A	For
Petroleo Brasileiro SA	5.7	Percentage of Votes to Be Assigned - Elect Cynthia Santana Silveira as Independent Director	No	None	For	N/A	For
Petroleo Brasileiro SA	5.8	Percentage of Votes to Be Assigned - Elect Carlos Eduardo Lessa Brandao as Independent Director	No	None	For	N/A	For
Petroleo Brasileiro SA	5.9	Percentage of Votes to Be Assigned - Elect Jose Joao Abdalla Filho as Independent Director Appointed by Minority Shareholder	No	None	For	N/A	For
Petroleo Brasileiro SA	6	Elect Eduardo Bacellar Leal Ferreira as Board Chairman	No	For	For	N/A	For
Petroleo Brasileiro SA	6	Elect Jeferson Luis Bittencourt as Fiscal Council Member and Gildenora Dantas Milhomem as Alternate	No	For	For	N/A	For
Petroleo Brasileiro SA	7	Elect Jeferson Luis Bittencourt as Fiscal Council Member and Gildenora Dantas Milhomem as Alternate	No	For	For	N/A	For
Petroleo Brasileiro SA	7	Amend Remuneration of Audit Committee Members Approved at the April 14, 2021 AGM	No	For	For	N/A	For
Petroleo Brasileiro SA	8	Amend Remuneration of Audit Committee Members Approved at the April 14, 2021 AGM	No	For	For	N/A	For
Petroleo Brasileiro SA	8	Amend Remuneration of Other Advisory Committees of the Board of Directors Approved at the April 14, 2021 AGM	No	For	For	N/A	For
Petroleo Brasileiro SA	9	Amend Remuneration of Other Advisory Committees of the Board of Directors Approved at the April 14, 2021 AGM	No	For	For	N/A	For
Petroleo Brasileiro SA	9	In the Event of a Second Call, the Voting Instructions Contained in this Remote Voting Card May Also be Considered for the Second Call?	No	None	For	N/A	For
Petroleo Brasileiro SA	10	In the Event of a Second Call, the Voting Instructions Contained in this Remote Voting Card May Also be Considered for the Second Call?	No	None	For	N/A	For
Petronet Lng Limited	1	Accept Financial Statements and Statutory Reports	No	For	For	N/A	For
Petronet Lng Limited	2	Approve Final Dividend	No	For	For	N/A	For

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FIAM Proxy Votes July - December 2021 Compared to ISS and Glass Lewis Recommendations							
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote
Petronet Lng Limited	3	Reelect Sanjeev Kumar as Director	No	For	Against	N/A	Against
Petronet Lng Limited	4	Reelect Manoj Jain as Director	No	For	Against	N/A	Against
Petronet Lng Limited	5	Elect Pramod Narang as Director and Approve Appointment and Remuneration of Pramod Narang as Whole-Time Director and Designated as Director (Technical)	No	For	Against	N/A	Against
Petronet Lng Limited	6	Elect Akshay Kumar Singh as Director and Approve Appointment and Remuneration of Akshay Kumar Singh as Managing Director and CEO	No	For	For	N/A	Against
Petronet Lng Limited	7	Elect Subhash Kumar as Director	No	For	Against	N/A	Against
Petronet Lng Limited	8	Elect Bhaswati Mukherjee as Director	No	For	For	N/A	For
Petronet Lng Limited	9	Approve Related Party Transactions	No	For	For	N/A	For
Petronet Lng Limited	10	Approve Payment of Commission on Profits to Non-Executive Directors	No	For	For	N/A	For
Pharmaron Beijing Co., Ltd.	1	Approve 2021 Restricted A Share Incentive Scheme (Draft) and Its Summary	No	For	For	N/A	For
Pharmaron Beijing Co., Ltd.	1	Approve 2021 Restricted A Share Incentive Scheme (Draft) and Its Summary	No	For	For	N/A	For
Pharmaron Beijing Co., Ltd.	2	Approve Management Measures for the Implementation of the 2021 Restricted A Share Incentive Scheme	No	For	For	N/A	For
Pharmaron Beijing Co., Ltd.	2	Approve Management Measures for the Implementation of the 2021 Restricted A Share Incentive Scheme	No	For	For	N/A	For
Pharmaron Beijing Co., Ltd.	3	Authorize Board to Handle All Matters in Relation to the 2021 Restricted A Share Incentive Scheme	No	For	For	N/A	For
Pharmaron Beijing Co., Ltd.	3	Authorize Board to Handle All Matters in Relation to the 2021 Restricted A Share Incentive Scheme	No	For	For	N/A	For
Pharmaron Beijing Co., Ltd.	4	Approve Repurchase and Cancellation of Part of the Restricted A Shares Granted under the A Share Incentive Scheme	No	For	For	N/A	For
Pharmaron Beijing Co., Ltd.	4	Approve Repurchase and Cancellation of Part of the Restricted A Shares Granted under the A Share Incentive Scheme	No	For	For	N/A	For
Pharmaron Beijing Co., Ltd.	5	Approve Reduction of Registered Capital	No	For	For	N/A	For
Pharmaron Beijing Co., Ltd.	5	Approve Reduction of Registered Capital	No	For	For	N/A	For
Pharmaron Beijing Co., Ltd.	6	Amend Articles of Association	No	For	For	N/A	For
Pharmaron Beijing Co., Ltd.	7	Authorize Board to Handle All Matters in Relation to the Amendment of Articles of Association	No	For	For	N/A	For
Pinduoduo Inc.	1	Elect Director Lei Chen	No	For	For	N/A	For
Pinduoduo Inc.	1	Approve the 10 Billion Agriculture Initiative	No	For	Against	N/A	Against
Pinduoduo Inc.	2	Elect Director Anthony Kam Ping Leung	No	For	For	N/A	For
Pinduoduo Inc.	3	Elect Director Haifeng Lin	No	For	For	N/A	For
Pinduoduo Inc.	4	Elect Director Qi Lu	No	For	For	N/A	For
Pinduoduo Inc.	5	Elect Director Nanpeng Shen	No	For	Against	N/A	For
Pinduoduo Inc.	6	Elect Director George Yong-Boon Yeo	No	For	For	N/A	Against
PT Bank Central Asia Tbk	1	Approve Stock Split	No	For	For	N/A	For

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FIAM Proxy Votes July - December 2021 Compared to ISS and Glass Lewis Recommendations							
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote
PT Bank Rakyat Indonesia (Persero) Tbk	1	Approve Issuance of Equity Shares with Preemptive Rights and Amend Articles of Association	No	For	For	N/A	For
Reliance Industries Ltd.	1	Elect Yasir Othman H. Al Rumayyan as Director		For	For	N/A	For
Shriram Transport Finance Company Limited	1	Approve Issuance of Equity Shares to Shriram Capital Limited on Preferential Basis	No	For	For	N/A	For
Shriram Transport Finance Company Limited	1	Approve Sundaram & Srinivasan, Chartered Accountants, Chennai and Khimji Kunverji & Co LLP, Chartered Accountants, Mumbai as Joint Statutory Auditors and Authorize Board to Fix Their Remuneration	No	For	For	N/A	For
Shriram Transport Finance Company Limited	2	Approve Issuance of Warrants Convertible into Equity Shares to Shriram Capital Limited on Preferential Basis	No	For	For	N/A	For
Sociedad Quimica y Minera de Chile SA	1	Approve Special Dividends of USD 1.4 per Share to be Charged to Company's Retained Earnings		For	For	N/A	For
Sungrow Power Supply Co., Ltd.	1	Approve Provision of Guarantee	No	For	For	N/A	For
Sungrow Power Supply Co., Ltd.	1	Approve Capital Injection in Controlled Subsidiary, Implementation of Equity Incentive Plan and Related Party Transaction		For	Against	N/A	For
Sungrow Power Supply Co., Ltd.	2	Approve Amendments to Articles of Association		For	For	N/A	For
Suzano SA	1	Approve Treatment of Net Loss		For	For	N/A	For
TCS Group Holding Plc	1	Elect Chairman of Meeting		For	For	N/A	For
TCS Group Holding Plc	2	Approve PricewaterhouseCoopers Limited, Cyprus as Auditors and Authorize Board to Fix Their Remuneration		For	For	N/A	For
TCS Group Holding Plc	3	Reelect Martin Cocker as Director		For	For	N/A	For
TCS Group Holding Plc	4	Reelect Ashley Dunster as Director		For	For	N/A	For
TCS Group Holding Plc	5	Reelect Pavel Fedorov as Director		For	For	N/A	For
TCS Group Holding Plc	6	Reelect Maria Gordon as Director		For	For	N/A	For
TCS Group Holding Plc	7	Reelect Margarita Hadjitofi as Director		For	For	N/A	For
TCS Group Holding Plc	8	Reelect Nicholas Huber as Director		For	For	N/A	For
TCS Group Holding Plc	9	Reelect Nitin Saigal as Director		For	For	N/A	For
TCS Group Holding Plc	10	Approve Director Remuneration		For	For	N/A	For
TCS Group Holding Plc	11	Authorize Share Repurchase Program		For	For	N/A	For
TCS Group Holding Plc	12	Authorize Share Capital Increase		For	For	N/A	For
TCS Group Holding Plc	13	Eliminate Pre-emptive Rights		For	Against	N/A	For
TCS Group Holding Plc	14	Authorize Board to Allot and Issue Shares		For	For	N/A	For
TCS Group Holding Plc	15	Amend Company Bylaws		For	For	N/A	For
Tech Mahindra Limited	1	Accept Financial Statements and Statutory Reports	No	For	For	N/A	For
Tech Mahindra Limited	2	Accept Consolidated Financial Statements and Statutory Reports	No	For	For	N/A	For
Tech Mahindra Limited	3	Confirm Interim Dividend and Declare Final Dividend	No	For	For	N/A	For
Tech Mahindra Limited	4	Reelect Anish Shah as Director	No	For	For	N/A	For

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FIAM Proxy Votes July - December 2021 Compared to ISS and Glass Lewis Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote
Tech Mahindra Limited	5	Elect Manoj Bhat as Director	No	For	For	N/A	For
The Siam Commercial Bank Public Company Limited	1.1	Approve SCB Financial Business Group Restructuring Plan		For	For	N/A	For
The Siam Commercial Bank Public Company Limited	1.2	Approve Delisting of the Securities of the Bank as Listed Securities on the SET		For	For	N/A	For
The Siam Commercial Bank Public Company Limited	1.3	Amend Bank's Articles of Association in Accordance with the Shareholding Restructuring Plan		For	For	N/A	For
The Siam Commercial Bank Public Company Limited	1.4	Approve Delegation of Authority Related to the Shareholding Restructuring Plan		For	For	N/A	For
The Siam Commercial Bank Public Company Limited	2.1	Approve Transfer of Subsidiaries in the Bank's Group to SCB X Public Company Limited or SCB X Public Company Limited's Subsidiaries and the Delegation of Authority		For	For	N/A	For
The Siam Commercial Bank Public Company Limited	2.2	Approve Transfer of the Credit Card Business and the Unsecured Personal Loan Business to a Subsidiary and the Delegation of Authority		For	For	N/A	For
The Siam Commercial Bank Public Company Limited	3	Approve Interim Dividend Payment		For	For	N/A	For
Trip.com Group Ltd.	1	Adopt Chinese Name as Dual Foreign Name of the Company		For	For	N/A	For
Trip.com Group Ltd.	2	Approve Third Amended and Restated Memorandum and Articles of Association		For	For	N/A	For
WuXi AppTec Co., Ltd.	1	Approve Adoption of the 2021 H Share Award and Trust Scheme	No	For	Against	N/A	For
WuXi AppTec Co., Ltd.	2	Approve Grant of Awards to the Connected Selected Participants Under the 2021 H Share Award and Trust Scheme	No	For	Against	N/A	For
WuXi AppTec Co., Ltd.	3	Authorize Board and/or the Delegatee to Handle Matters Pertaining to the 2021 H Share Award and Trust Scheme with Full Authority	No	For	Against	N/A	For
WuXi AppTec Co., Ltd.	4	Approve Adoption of the 2021 Shareholder Alignment Incentive H Share Scheme	No	For	Against	N/A	For
WuXi AppTec Co., Ltd.	5	Approve Grant of SAI Awards to the SAI Connected Selected Participants Under the 2021 Shareholder Alignment Incentive H Share Scheme	No	For	Against	N/A	For
WuXi AppTec Co., Ltd.	6	Authorize Board and/or the SAI Delegatee to Handle Matters Pertaining to the 2021 Shareholder Alignment Incentive H Share Scheme with Full Authority	No	For	Against	N/A	For
WuXi AppTec Co., Ltd.	7	Approve Change of Registered Capital	No	For	For	N/A	For
WuXi AppTec Co., Ltd.	8	Approve Amendments to Articles of Association	No	For	For	N/A	For
Wuxi Biologics (Cayman) Inc.	1	Adopt Subsidiary Share Option Schemes of WuXi Vaccines (Cayman) Inc. and WuXi XDC Cayman Inc.		For	Against	N/A	For
Xpart SA	1	Approve Merger Agreement between the Company and XP Inc.		For	For	N/A	For
Xpart SA	2	Ratify PricewaterhouseCoopers Auditores Independientes (PwC) as Independent Firm to Appraise Proposed Transaction		For	For	N/A	For
Xpart SA	3	Approve Independent Firm's Appraisal		For	For	N/A	For
Xpart SA	4	Approve Merger between the Company and XP Inc.		For	For	N/A	For
Xpart SA	5	Authorize Board to Ratify and Execute Approved Resolutions		For	For	N/A	For
XPeng, Inc.	1	Approve Class-based Articles Amendments		For	For	N/A	For
XPeng, Inc.	1	Approve Class-based Articles Amendments		For	For	N/A	For

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FIAM Proxy Votes July - December 2021 Compared to ISS and Glass Lewis Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote
XPeng, Inc.	2	Approve Non-class-based Articles Amendments		For	For	N/A	For
Zhejiang Sanhua Intelligent Controls Co., Ltd.	1	Elect Bao Ensi as Independent Director	No	For	For	N/A	For
Zhejiang Sanhua Intelligent Controls Co., Ltd.	1	Approve Amendments to Articles of Association		For	For	N/A	For
Zhejiang Sanhua Intelligent Controls Co., Ltd.	2	Elect Mo Yang as Supervisor	No	For	For	N/A	For
Zhejiang Sanhua Intelligent Controls Co., Ltd.	2	Approve Repurchase and Cancellation of Performance Shares		For	For	N/A	For

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KBIGI Proxy Votes July to Dec 2021 Compared to ISS Benchmark Policy Recommendations							
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Aalberts NV	2	Elect P.A.M. (Peter) van Bommel to Supervisory Board	No	For	For	For	For
Bacanora Lithium Plc	1	Approve Cancellation of the Share Premium Account	No	For	For	For	For
Bacanora Lithium Plc	2	Approve Distribution in Specie of the Company's Shares in Zinnwald Lithium plc	No	For	For	For	For
Beijing Enterprises Water Group Limited	1	Approve 2021 Supplemental Agreement in Relation to Provision of the Deposit Services, Revised Annual Caps and Related Transactions	No	For	Against	Against	Against
China Datang Corporation Renewable Power Co., Limited	1	Elect Liu Jianlong as Director	No	For	For	For	For
China Datang Corporation Renewable Power Co., Limited	2	Elect Kuang Lelin as Director	No	For	For	For	For
China Datang Corporation Renewable Power Co., Limited	3	Amend Rules and Procedures Regarding General Meetings of Shareholders	No	For	For	For	For
China Datang Corporation Renewable Power Co., Limited	4	Amend Rules and Procedures Regarding Meetings of Board of Directors	No	For	For	For	For
China Datang Corporation Renewable Power Co., Limited	5	Approve Registration of Ordinary Corporate Bonds and Related Transactions	No	For	For	For	For
China Datang Corporation Renewable Power Co., Limited	6	Amend Articles of Association	No	For	For	For	For
China Datang Corporation Renewable Power Co., Limited	1	Approve Datang Master Agreement, Proposed Annual Caps and Related Transactions	No	For	For	For	For
China Datang Corporation Renewable Power Co., Limited	2	Approve Factoring Business Cooperation Agreement, Proposed Annual Caps and Related Transactions	No	For	For	For	For
China Datang Corporation Renewable Power Co., Limited	3	Elect Wang Qiying as Director	No	For	For	For	For
China Datang Corporation Renewable Power Co., Limited	4	Elect Yu Fengwu as Director	No	For	For	For	For
China Longyuan Power Group Corporation Limited	1.1	Approve Summary for the Plan for the Transaction	No	For	For	For	For
China Longyuan Power Group Corporation Limited	1.2	Approve Parties Involved in the Transaction of the Merger	No	For	For	For	For
China Longyuan Power Group Corporation Limited	1.1	Approve Summary for the Plan for the Transaction	No	For	For	For	For
China Longyuan Power Group Corporation Limited	1.3	Approve Class and Nominal Value of Shares	No	For	For	For	For
China Longyuan Power Group Corporation Limited	1.2	Approve Parties Involved in the Transaction of the Merger	No	For	For	For	For
China Longyuan Power Group Corporation Limited	1.3	Approve Class and Nominal Value of Shares	No	For	For	For	For
China Longyuan Power Group Corporation Limited	1.4	Approve Targets of the Share Swap and Registration Date of Implementation of the Merger	No	For	For	For	For
China Longyuan Power Group Corporation Limited	1.5	Approve Issue Price and Conversion Price	No	For	For	For	For
China Longyuan Power Group Corporation Limited	1.4	Approve Targets of the Share Swap and Registration Date of Implementation of the Merger	No	For	For	For	For
China Longyuan Power Group Corporation Limited	1.6	Approve Conversion Ratio	No	For	For	For	For
China Longyuan Power Group Corporation Limited	1.5	Approve Issue Price and Conversion Price	No	For	For	For	For

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KBIGI Proxy Votes July to Dec 2021 Compared to ISS Benchmark Policy Recommendations							
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
China Longyuan Power Group Corporation Limited	1.6	Approve Conversion Ratio	No	For	For	For	For
China Longyuan Power Group Corporation Limited	1.7	Approve Number of Shares to be Issued Under the Share Swap	No	For	For	For	For
China Longyuan Power Group Corporation Limited	1.8	Approve Listing and Trading of A Shares of Longyuan Power	No	For	For	For	For
China Longyuan Power Group Corporation Limited	1.7	Approve Number of Shares to be Issued Under the Share Swap	No	For	For	For	For
China Longyuan Power Group Corporation Limited	1.8	Approve Listing and Trading of A Shares of Longyuan Power	No	For	For	For	For
China Longyuan Power Group Corporation Limited	1.9	Approve Treatment of Fractional Shares	No	For	For	For	For
China Longyuan Power Group Corporation Limited	1.9	Approve Treatment of Fractional Shares	No	For	For	For	For
China Longyuan Power Group Corporation Limited	1.1	Approve Treatment of Shares of Pingzhuang Energy with Restricted Rights	No	For	For	For	For
China Longyuan Power Group Corporation Limited	1.11	Approve Lock-up Period Arrangement	No	For	For	For	For
China Longyuan Power Group Corporation Limited	1.1	Approve Treatment of Shares of Pingzhuang Energy with Restricted Rights	No	For	For	For	For
China Longyuan Power Group Corporation Limited	1.11	Approve Lock-up Period Arrangement	No	For	For	For	For
China Longyuan Power Group Corporation Limited	1.12	Approve Protection Mechanism for the Dissenting Shareholders of Longyuan Power	No	For	For	For	For
China Longyuan Power Group Corporation Limited	1.12	Approve Protection Mechanism for the Dissenting Shareholders of Longyuan Power	No	For	For	For	For
China Longyuan Power Group Corporation Limited	1.13	Approve Protection Mechanism for the Dissenting Shareholders of Pingzhuang Energy	No	For	For	For	For
China Longyuan Power Group Corporation Limited	1.14	Approve Arrangements in Relation to the Inheritance of Assets, Liabilities, Rights, Obligations, Business, Qualifications, Responsibilities, and the Disposal of Credits and Debts, and the Protection of Creditors in Respect of the Merger	No	For	For	For	For
China Longyuan Power Group Corporation Limited	1.13	Approve Protection Mechanism for the Dissenting Shareholders of Pingzhuang Energy	No	For	For	For	For
China Longyuan Power Group Corporation Limited	1.15	Approve Arrangements for the Transitional Period of the Merger	No	For	For	For	For
China Longyuan Power Group Corporation Limited	1.14	Approve Arrangements in Relation to the Inheritance of Assets, Liabilities, Rights, Obligations, Business, Qualifications, Responsibilities, and the Disposal of Credits and Debts, and the Protection of Creditors in Respect of the Merger	No	For	For	For	For
China Longyuan Power Group Corporation Limited	1.15	Approve Arrangements for the Transitional Period of the Merger	No	For	For	For	For
China Longyuan Power Group Corporation Limited	1.16	Approve Distribution of Retained Profits	No	For	For	For	For
China Longyuan Power Group Corporation Limited	1.16	Approve Distribution of Retained Profits	No	For	For	For	For
China Longyuan Power Group Corporation Limited	1.17	Approve Placement of Staff	No	For	For	For	For
China Longyuan Power Group Corporation Limited	1.18	Approve Parties Involved in the Transaction of the Assets Disposal	No	For	For	For	For

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KBIGI Proxy Votes July to Dec 2021 Compared to ISS Benchmark Policy Recommendations							
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
China Longyuan Power Group Corporation Limited	1.17	Approve Placement of Staff	No	For	For	For	For
China Longyuan Power Group Corporation Limited	1.19	Approve Assets to be Disposed of	No	For	For	For	For
China Longyuan Power Group Corporation Limited	1.18	Approve Parties Involved in the Transaction of the Assets Disposal	No	For	For	For	For
China Longyuan Power Group Corporation Limited	1.19	Approve Assets to be Disposed of	No	For	For	For	For
China Longyuan Power Group Corporation Limited	1.2	Approve Transaction Price and Pricing Basis for the Transaction of the Assets Disposal	No	For	For	For	For
China Longyuan Power Group Corporation Limited	1.21	Approve Arrangement for the Assets Delivery of the Assets Disposal	No	For	For	For	For
China Longyuan Power Group Corporation Limited	1.2	Approve Transaction Price and Pricing Basis for the Transaction of the Assets Disposal	No	For	For	For	For
China Longyuan Power Group Corporation Limited	1.21	Approve Arrangement for the Assets Delivery of the Assets Disposal	No	For	For	For	For
China Longyuan Power Group Corporation Limited	1.22	Approve Profit and Loss of the Assets Disposal	No	For	For	For	For
China Longyuan Power Group Corporation Limited	1.23	Approve Placement of Staff Involved in the Assets Disposal	No	For	For	For	For
China Longyuan Power Group Corporation Limited	1.22	Approve Profit and Loss of the Assets Disposal	No	For	For	For	For
China Longyuan Power Group Corporation Limited	1.24	Approve Parties Involved in the Transaction of the Purchase Through Cash	No	For	For	For	For
China Longyuan Power Group Corporation Limited	1.23	Approve Placement of Staff Involved in the Assets Disposal	No	For	For	For	For
China Longyuan Power Group Corporation Limited	1.25	Approve Assets to be Purchased	No	For	For	For	For
China Longyuan Power Group Corporation Limited	1.24	Approve Parties Involved in the Transaction of the Purchase Through Cash	No	For	For	For	For
China Longyuan Power Group Corporation Limited	1.25	Approve Assets to be Purchased	No	For	For	For	For
China Longyuan Power Group Corporation Limited	1.26	Approve Transaction Price and Pricing Basis for the Transaction of the Purchase Through Cash	No	For	For	For	For
China Longyuan Power Group Corporation Limited	1.27	Approve Arrangement for the Assets Delivery of the Purchase Through Cash	No	For	For	For	For
China Longyuan Power Group Corporation Limited	1.26	Approve Transaction Price and Pricing Basis for the Transaction of the Purchase Through Cash	No	For	For	For	For
China Longyuan Power Group Corporation Limited	1.27	Approve Arrangement for the Assets Delivery of the Purchase Through Cash	No	For	For	For	For
China Longyuan Power Group Corporation Limited	1.28	Approve Profit and Loss of the Purchase Through Cash During the Transitional Period	No	For	For	For	For
China Longyuan Power Group Corporation Limited	1.29	Approve Placement of Staff Involved in the Purchase of Assets Through Cash	No	For	For	For	For
China Longyuan Power Group Corporation Limited	1.28	Approve Profit and Loss of the Purchase Through Cash During the Transitional Period	No	For	For	For	For
China Longyuan Power Group Corporation Limited	1.3	Approve Performance Commitment and Compensation Involved in the Purchase of Assets Through Cash	No	For	For	For	For

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KBIGI Proxy Votes July to Dec 2021 Compared to ISS Benchmark Policy Recommendations							
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
China Longyuan Power Group Corporation Limited	1.29	Approve Placement of Staff Involved in the Purchase of Assets Through Cash	No	For	For	For	For
China Longyuan Power Group Corporation Limited	1.3	Approve Performance Commitment and Compensation Involved in the Purchase of Assets Through Cash	No	For	For	For	For
China Longyuan Power Group Corporation Limited	1.31	Approve Validity Period of Resolutions	No	For	For	For	For
China Longyuan Power Group Corporation Limited	2	Approve Agreement on Absorption and Merger Through Share Swap of China Longyuan Power Group Corporation Limited and Inner Mongolia Pingzhuang Energy Co., Ltd. and its Supplemental Agreement	No	For	For	For	For
China Longyuan Power Group Corporation Limited	1.31	Approve Validity Period of Resolutions	No	For	For	For	For
China Longyuan Power Group Corporation Limited	2	Approve Agreement on Absorption and Merger Through Share Swap of China Longyuan Power Group Corporation Limited and Inner Mongolia Pingzhuang Energy Co., Ltd. and its Supplemental Agreement	No	For	For	For	For
China Longyuan Power Group Corporation Limited	3	Approve Assets Disposal Agreement Among Inner Mongolia Pingzhuang Energy Co., Ltd., China Longyuan Power Group Corporation Limited and CHN Energy Inner Mongolia Power Co., Ltd. and its Supplemental Agreement	No	For	For	For	For
China Longyuan Power Group Corporation Limited	4	Approve Agreement on Purchase of Assets Through Cash Payment and its Supplemental Agreement with Effective Conditions	No	For	For	For	For
China Longyuan Power Group Corporation Limited	3	Approve Assets Disposal Agreement Among Inner Mongolia Pingzhuang Energy Co., Ltd., China Longyuan Power Group Corporation Limited and CHN Energy Inner Mongolia Power Co., Ltd. and its Supplemental Agreement	No	For	For	For	For
China Longyuan Power Group Corporation Limited	4	Approve Agreement on Purchase of Assets Through Cash Payment and its Supplemental Agreement with Effective Conditions	No	For	For	For	For
China Longyuan Power Group Corporation Limited	5	Approve Profit Compensation Agreement of the Company and Related Parties	No	For	For	For	For
China Longyuan Power Group Corporation Limited	6	Approve A Share Price Stabilization Plan of China Longyuan Power Group Corporation Limited	No	For	For	For	For
China Longyuan Power Group Corporation Limited	5	Approve Profit Compensation Agreement of the Company and Related Parties	No	For	For	For	For
China Longyuan Power Group Corporation Limited	6	Approve Dividend Distribution Plan for the Three Years After the Absorption and Merger of Inner Mongolia Pingzhuang Energy Co., Ltd. through Share Swap by the Issuance of A Shares and Disposal of Material Assets and Purchase of Assets through Cash Payment	No	For	For	For	For
China Longyuan Power Group Corporation Limited	7	Approve Dividend Distribution Plan for the Three Years After the Absorption and Merger of Inner Mongolia Pingzhuang Energy Co., Ltd. through Share Swap by the Issuance of A Shares and Disposal of Material Assets and Purchase of Assets through Cash Payment	No	For	For	For	For
China Longyuan Power Group Corporation Limited	8	Approve Dilution of Immediate Returns by the Transaction and Proposed Remedial Measures	No	For	For	For	For
China Longyuan Power Group Corporation Limited	7	Approve Articles of Association and its Appendices Applicable After the Listing of A Shares of the Company	No	For	For	For	For
China Longyuan Power Group Corporation Limited	8	Approve Authorization of Board to Handle All Related Matters	No	For	For	For	For
China Longyuan Power Group Corporation Limited	9	Approve Articles of Association and its Appendices Applicable After the Listing of A Shares of the Company	No	For	For	For	For
China Longyuan Power Group Corporation Limited	10	Approve Authorization of Board to Handle All Related Matters	No	For	For	For	For
China Longyuan Power Group Corporation Limited	9	Approve Specific Mandate to Grant the Additional A Shares Issue	No	For	For	For	For

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KBIGI Proxy Votes July to Dec 2021 Compared to ISS Benchmark Policy Recommendations							
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
China Longyuan Power Group Corporation Limited	11	Approve Specific Mandate to Grant the Additional A Shares Issue	No	For	For	For	For
China Longyuan Power Group Corporation Limited	12	Approve Supplemental Undertaking Letter in Relation to Non-Competition with China Longyuan Power Group Corporation Limited	No	For	For	For	For
China Longyuan Power Group Corporation Limited	13	Approve Absorption and Merger of Pingzhuang Energy through Share Swap by the Company and Disposal of Material Assets and Purchase of Assets through Cash Payment	No	For	For	For	For
China Longyuan Power Group Corporation Limited	14	Approve Report of the Absorption and Merger of Inner Mongolia Pingzhuang Energy Co., Ltd. through Share Swap and Disposal of Material Assets and Purchase of Assets through Cash Payment and Related Party Transactions and its Summary	No	For	For	For	For
China Longyuan Power Group Corporation Limited	15	Approve Audit Report Related to the Transaction	No	For	For	For	For
China Longyuan Power Group Corporation Limited	16	Approve Assessment Report Related to the Transaction	No	For	For	For	For
China Longyuan Power Group Corporation Limited	17	Approve Independence of the Valuation Agency, Reasonableness of Valuation Assumptions, Relevance of Valuation Methods and Valuation Purposes, and Fairness of Valuation and Pricing	No	For	For	For	For
China Longyuan Power Group Corporation Limited	18	Approve Self-Evaluation Report of the Internal Control of the Company	No	For	For	For	For
China Longyuan Power Group Corporation Limited	19	Approve Confirmation of the Valuation Report Related to the Merger	No	For	For	For	For
China Longyuan Power Group Corporation Limited	20	Approve Independence of the Appraisal Agency, Reasonableness of Appraisal Assumptions, Relevance of Appraisal Methods and Appraisal Purposes, and Fairness of Appraisal and Pricing	No	For	For	For	For
China Longyuan Power Group Corporation Limited	21	Approve Relevant Commitments and Restraint Measures Issued by the Company Regarding the Transaction	No	For	For	For	For
China Longyuan Power Group Corporation Limited	22	Approve Administrative Measures for External Guarantees	No	For	For	For	For
China Longyuan Power Group Corporation Limited	23	Approve Confirmation of the Related Party Transactions During the Reporting Period	No	For	For	For	For
China Water Affairs Group Limited	1	Accept Financial Statements and Statutory Reports	No	For	For	For	For
China Water Affairs Group Limited	2	Approve Final Dividend	No	For	For	For	For
China Water Affairs Group Limited	3.1	Elect Li Zhong as Director	No	For	For	For	For
China Water Affairs Group Limited	3.2	Elect Liu Yu Jie as Director	No	For	For	For	For
China Water Affairs Group Limited	3.3	Elect Wang Xiaoqin as Director	No	For	For	For	For
China Water Affairs Group Limited	3.4	Authorize Board to Fix Remuneration of Directors	No	For	For	For	For
China Water Affairs Group Limited	4	Approve PricewaterhouseCoopers as Auditors and Authorize Board to Fix Their Remuneration	No	For	For	For	For
China Water Affairs Group Limited	5	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	No	For	Against	Against	Against
China Water Affairs Group Limited	6	Authorize Repurchase of Issued Share Capital	No	For	For	For	For
China Water Affairs Group Limited	7	Authorize Reissuance of Repurchased Shares	No	For	Against	Against	Against
Companhia de Saneamento Basico do Estado de Sao Paulo SABESP	1	Elect Carla Almeida as Eligibility and Advisory Committee Member	No	For	For	For	For
Companhia de Saneamento Basico do Estado de Sao Paulo SABESP	2	Elect Leonardo Augusto de Andrade Barbosa as Director	No	For	For	For	For

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KBIGI Proxy Votes July to Dec 2021 Compared to ISS Benchmark Policy Recommendations							
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Companhia de Saneamento Basico do Estado de Sao Paulo SABESP	3	Approve Classification of Wilson Newton de Mello Neto as Independent Director	No	For	For	For	For
Companhia de Saneamento Basico do Estado de Sao Paulo SABESP	4	Elect Tarcila Reis Jordao as Fiscal Council Member and Jaime Alves de Freitas as Alternate	No	For	For	For	For
Companhia de Saneamento Basico do Estado de Sao Paulo SABESP	5	Amend Remuneration of Company's Management, Audit Committee, and Fiscal Council	No	For	For	For	For
Companhia de Saneamento de Minas Gerais	1	Authorize Issuance of Non-Convertible Debentures Re: Long-term Loan Operation	No	For	For	For	For
Companhia de Saneamento de Minas Gerais	2	Elect Guilherme Augusto Duarte de Faria as Fiscal Council Member and Luiz Marcelo Carvalho Campos as Alternate	No	For	For	For	For
Companhia de Saneamento de Minas Gerais	3	Approve Remuneration of Company's Management and Fiscal Council	No	For	For	For	For
Companhia de Saneamento de Minas Gerais	1	Dismiss Helger Marra Lopes as Fiscal Council Member	No	For	For	For	For
Companhia de Saneamento de Minas Gerais	2	Elect Luisa Cardoso Barreto as Fiscal Council Member	No	For	For	For	For
Covanta Holding Corporation	1	Approve Merger Agreement	No	For	For	For	For
Covanta Holding Corporation	2	Advisory Vote on Golden Parachutes	No	For	Against	Against	Against
Covanta Holding Corporation	3	Adjourn Meeting	No	For	For	For	For
Ferguson Plc	1	Accept Financial Statements and Statutory Reports	No	For	For	For	For
Ferguson Plc	2	Approve Remuneration Report	No	For	For	For	For
Ferguson Plc	3	Approve Final Dividend	No	For	For	For	For
Ferguson Plc	4	Elect Kelly Baker as Director	No	For	For	For	For
Ferguson Plc	5	Elect Brian May as Director	No	For	For	For	For
Ferguson Plc	6	Elect Suzanne Wood as Director	No	For	For	For	For
Ferguson Plc	7	Re-elect Bill Brundage as Director	No	For	For	For	For
Ferguson Plc	8	Re-elect Geoff Drabble as Director	No	For	For	For	For
Ferguson Plc	9	Re-elect Catherine Halligan as Director	No	For	For	For	For
Ferguson Plc	10	Re-elect Kevin Murphy as Director	No	For	For	For	For
Ferguson Plc	11	Re-elect Alan Murray as Director	No	For	For	For	For
Ferguson Plc	12	Re-elect Tom Schmitt as Director	No	For	For	For	For
Ferguson Plc	13	Re-elect Dr Nadia Shouraboura as Director	No	For	For	For	For
Ferguson Plc	14	Re-elect Jacqueline Simmonds as Director	No	For	For	For	For
Ferguson Plc	15	Reappoint Deloitte LLP as Auditors	No	For	For	For	For
Ferguson Plc	16	Authorise the Audit Committee to Fix Remuneration of Auditors	No	For	For	For	For
Ferguson Plc	17	Authorise UK Political Donations and Expenditure	No	For	For	For	For
Ferguson Plc	18	Authorise Issue of Equity	No	For	For	For	For
Ferguson Plc	19	Approve Employee Share Purchase Plan	No	For	For	For	For
Ferguson Plc	20	Authorise Issue of Equity without Pre-emptive Rights	No	For	For	For	For
Ferguson Plc	21	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	No	For	For	For	For
Ferguson Plc	22	Authorise Market Purchase of Ordinary Shares	No	For	For	For	For
Genus Plc	1	Accept Financial Statements and Statutory Reports	No	For	For	For	For

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KBIGI Proxy Votes July to Dec 2021 Compared to ISS Benchmark Policy Recommendations							
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Genus Plc	2	Approve Remuneration Report	No	For	For	For	For
Genus Plc	3	Approve Share Incentive Plan	No	For	For	For	For
Genus Plc	4	Approve International Share Incentive Plan	No	For	For	For	For
Genus Plc	5	Approve Final Dividend	No	For	For	For	For
Genus Plc	6	Elect Jason Chin as Director	No	For	For	For	For
Genus Plc	7	Re-elect Iain Ferguson as Director	No	For	For	For	For
Genus Plc	8	Re-elect Stephen Wilson as Director	No	For	For	For	For
Genus Plc	9	Re-elect Alison Henriksen as Director	No	For	For	For	For
Genus Plc	10	Re-elect Lysanne Gray as Director	No	For	For	For	For
Genus Plc	11	Re-elect Lykele van der Broek as Director	No	For	For	For	For
Genus Plc	12	Re-elect Lesley Knox as Director	No	For	For	For	For
Genus Plc	13	Reappoint Deloitte LLP as Auditors	No	For	For	For	For
Genus Plc	14	Authorise Audit and Risk Committee to Fix Remuneration of Auditors	No	For	For	For	For
Genus Plc	15	Authorise Issue of Equity	No	For	For	For	For
Genus Plc	16	Authorise Issue of Equity without Pre-emptive Rights	No	For	For	For	For
Genus Plc	17	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	No	For	For	For	For
Genus Plc	18	Authorise Market Purchase of Ordinary Shares	No	For	For	For	For
Genus Plc	19	Authorise the Company to Call General Meeting with Two Weeks' Notice	No	For	For	For	For
Genus Plc	20	Adopt New Articles of Association	No	For	For	For	For
Greencoat Renewables Plc	1	Amend Company's Investment Policy	No	For	For	For	For
Greencoat Renewables Plc	1	Authorise Issue of Equity Pursuant to the Share Issuance Programme	No	For	For	For	For
Greencoat Renewables Plc	2	Authorise Issue of Equity without Pre-emptive Rights Pursuant to the Share Issuance Programme	No	For	For	For	For
H2O Innovation Inc.	1.1	Elect Director Pierre Cote	No	For	For	For	For
H2O Innovation Inc.	1.2	Elect Director Frederic Dugre	No	For	For	For	For
H2O Innovation Inc.	1.3	Elect Director Stephane Guerin	No	For	For	For	For
H2O Innovation Inc.	1.4	Elect Director Richard A. Hoel	No	For	For	For	For
H2O Innovation Inc.	1.5	Elect Director Lisa Henthorne	No	For	For	For	For
H2O Innovation Inc.	1.6	Elect Director Elisa M. Speranza	No	For	For	For	For
H2O Innovation Inc.	1.7	Elect Director Rene Vachon	No	For	For	For	For
H2O Innovation Inc.	1.8	Elect Director Louis G. Veronneau	No	For	For	For	For
H2O Innovation Inc.	2	Approve Ernst & Young LLP as Auditors and Authorize Board to Fix Their Remuneration	No	For	For	For	For
H2O Innovation Inc.	3	Approve Advance Notice Requirement	No	For	For	For	For
HomeServe Plc	1	Accept Financial Statements and Statutory Reports	No	For	For	For	For
HomeServe Plc	2	Approve Remuneration Report	No	For	For	For	For
HomeServe Plc	3	Approve Final Dividend	No	For	For	For	For

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KBIGI Proxy Votes July to Dec 2021 Compared to ISS Benchmark Policy Recommendations							
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
HomeServe Plc	4	Elect Tommy Breen as Director	No	For	For	For	For
HomeServe Plc	5	Elect Ross Clemmow as Director	No	For	For	For	For
HomeServe Plc	6	Elect Roisin Donnelly as Director	No	For	For	For	For
HomeServe Plc	7	Re-elect Richard Harpin as Director	No	For	For	For	For
HomeServe Plc	8	Re-elect David Bower as Director	No	For	For	For	For
HomeServe Plc	9	Re-elect Tom Rusin as Director	No	For	For	For	For
HomeServe Plc	10	Re-elect Katrina Cliffe as Director	No	For	Against	Against	For
HomeServe Plc	11	Re-elect Stella David as Director	No	For	For	For	For
HomeServe Plc	12	Re-elect Edward Fitzmaurice as Director	No	For	Against	Against	For
HomeServe Plc	13	Re-elect Olivier Gremillon as Director	No	For	For	For	For
HomeServe Plc	14	Re-elect Ron McMillan as Director	No	For	Against	Against	For
HomeServe Plc	15	Reappoint Deloitte LLP as Auditors	No	For	For	For	For
HomeServe Plc	16	Authorise Board to Fix Remuneration of Auditors	No	For	For	For	For
HomeServe Plc	17	Authorise Issue of Equity	No	For	For	For	For
HomeServe Plc	18	Authorise Issue of Equity without Pre-emptive Rights	No	For	For	For	For
HomeServe Plc	19	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	No	For	For	For	For
HomeServe Plc	20	Authorise Market Purchase of Ordinary Shares	No	For	For	For	For
HomeServe Plc	21	Authorise the Company to Call General Meeting with Two Weeks' Notice	No	For	For	For	For
ICL Group Ltd.	1.1	Reelect Yoav Doppelt as Director	No	For	For	For	For
ICL Group Ltd.	1.2	Reelect Aviad Kaufman as Director	No	For	For	For	For
ICL Group Ltd.	1.3	Reelect Avisar Paz as Director	No	For	For	For	For
ICL Group Ltd.	1.4	Reelect Sagi Kabla as Director	No	For	For	For	For
ICL Group Ltd.	1.5	Reelect Ovadia Eli as Director	No	For	For	For	For
ICL Group Ltd.	1.6	Reelect Reem Aminoach as Director	No	For	For	For	For
ICL Group Ltd.	1.7	Reelect Lior Reitblatt as Director	No	For	For	For	For
ICL Group Ltd.	1.8	Reelect Tzipi Ozer Armon as Director	No	For	For	For	For
ICL Group Ltd.	1.9	Reelect Gadi Lesin as Director	No	For	For	For	Against
ICL Group Ltd.	2	Elect Miriam Haran as External Director	No	For	For	For	Against
ICL Group Ltd.	3	Reappoint Somekh Chaikin as Auditors	No	For	For	For	Against
ICL Group Ltd.	A	Vote FOR if you are a controlling shareholder or have a personal interest in one or several resolutions, as indicated in the proxy card; otherwise, vote AGAINST. You may not abstain. If you vote FOR, please provide an explanation to your account manager	No	None	Against	Against	Against
ICL Group Ltd.	B1	If you are an Interest Holder as defined in Section 1 of the Securities Law, 1968, vote FOR. Otherwise, vote against.	No	None	Against	Against	For
ICL Group Ltd.	B2	If you are a Senior Officer as defined in Section 37(D) of the Securities Law, 1968, vote FOR. Otherwise, vote against.	No	None	Against	Against	For

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KBIGI Proxy Votes July to Dec 2021 Compared to ISS Benchmark Policy Recommendations							
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
ICL Group Ltd.	B3	If you are an Institutional Investor as defined in Regulation 1 of the Supervision Financial Services Regulations 2009 or a Manager of a Joint Investment Trust Fund as defined in the Joint Investment Trust Law, 1994, vote FOR. Otherwise, vote against.	No	None	Against	Against	For
Johnson Matthey Plc	1	Accept Financial Statements and Statutory Reports	No	For	For	For	For
Johnson Matthey Plc	2	Approve Remuneration Report	No	For	For	For	For
Johnson Matthey Plc	3	Approve Final Dividend	No	For	For	For	For
Johnson Matthey Plc	4	Elect Stephen Oxley as Director	No	For	For	For	For
Johnson Matthey Plc	5	Re-elect Jane Griffiths as Director	No	For	For	For	For
Johnson Matthey Plc	6	Re-elect Xiaozhi Liu as Director	No	For	For	For	For
Johnson Matthey Plc	7	Re-elect Robert MacLeod as Director	No	For	For	For	For
Johnson Matthey Plc	8	Re-elect Chris Mottershead as Director	No	For	For	For	For
Johnson Matthey Plc	9	Re-elect John O'Higgins as Director	No	For	For	For	For
Johnson Matthey Plc	10	Re-elect Patrick Thomas as Director	No	For	Against	Against	For
Johnson Matthey Plc	11	Re-elect Doug Webb as Director	No	For	For	For	For
Johnson Matthey Plc	12	Reappoint PricewaterhouseCoopers LLP as Auditors	No	For	For	For	For
Johnson Matthey Plc	13	Authorise the Audit Committee to Fix Remuneration of Auditors	No	For	For	For	For
Johnson Matthey Plc	14	Authorise UK Political Donations and Expenditure	No	For	For	For	For
Johnson Matthey Plc	15	Authorise Issue of Equity	No	For	For	For	For
Johnson Matthey Plc	16	Authorise Issue of Equity without Pre-emptive Rights	No	For	For	For	For
Johnson Matthey Plc	17	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	No	For	For	For	For
Johnson Matthey Plc	18	Authorise Market Purchase of Ordinary Shares	No	For	For	For	For
Johnson Matthey Plc	19	Authorise the Company to Call General Meeting with Two Weeks' Notice	No	For	For	For	For
Lynas Rare Earths Limited	1	Approve Remuneration Report	No	For	For	For	For
Lynas Rare Earths Limited	2	Elect Philippe Etienne as Director	No	For	For	For	For
Lynas Rare Earths Limited	3	Approve Grant of Performance Rights to Amanda Lacaze	No	For	For	For	For
National Grid Plc	1	Accept Financial Statements and Statutory Reports	No	For	For	For	For
National Grid Plc	2	Approve Final Dividend	No	For	For	For	For
National Grid Plc	3	Elect Paula Reynolds as Director	No	For	For	For	For
National Grid Plc	4	Re-elect John Pettigrew as Director	No	For	For	For	For
National Grid Plc	5	Re-elect Andy Agg as Director	No	For	For	For	For
National Grid Plc	6	Re-elect Mark Williamson as Director	No	For	For	For	For
National Grid Plc	7	Re-elect Jonathan Dawson as Director	No	For	For	For	For
National Grid Plc	8	Re-elect Therese Esperdy as Director	No	For	For	For	For
National Grid Plc	9	Re-elect Liz Hewitt as Director	No	For	For	For	For
National Grid Plc	10	Re-elect Amanda Mesler as Director	No	For	For	For	For
National Grid Plc	11	Re-elect Earl Shipp as Director	No	For	For	For	For

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KBIGI Proxy Votes July to Dec 2021 Compared to ISS Benchmark Policy Recommendations							
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
National Grid Plc	12	Re-elect Jonathan Silver as Director	No	For	For	For	For
National Grid Plc	13	Reappoint Deloitte LLP as Auditors	No	For	For	For	For
National Grid Plc	14	Authorise the Audit Committee to Fix Remuneration of Auditors	No	For	For	For	For
National Grid Plc	15	Approve Remuneration Report	No	For	For	For	For
National Grid Plc	16	Authorise UK Political Donations and Expenditure	No	For	For	For	For
National Grid Plc	17	Authorise Issue of Equity	No	For	For	For	For
National Grid Plc	18	Approve Long Term Performance Plan	No	For	For	For	For
National Grid Plc	19	Approve US Employee Stock Purchase Plan	No	For	For	For	For
National Grid Plc	20	Approve Climate Change Commitments and Targets	No	For	For	For	For
National Grid Plc	21	Authorise Issue of Equity without Pre-emptive Rights	No	For	For	For	For
National Grid Plc	22	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	No	For	For	For	For
National Grid Plc	23	Authorise Market Purchase of Ordinary Shares	No	For	For	For	For
National Grid Plc	24	Authorise the Company to Call General Meeting with Two Weeks' Notice	No	For	For	For	Against
National Grid Plc	25	Adopt New Articles of Association	No	For	For	For	For
Orbia Advance Corporation SAB de CV	1.1	Accept Resignation of Anil Menon as Director	No	For	For	For	For
Orbia Advance Corporation SAB de CV	1.2	Elect Mihir Arvind Desai as Director	No	For	For	For	For
Orbia Advance Corporation SAB de CV	1.3	Ratify Other Directors	No	For	Against	Against	For
Orbia Advance Corporation SAB de CV	2	Authorize Cancellation of 90 Million Repurchased Shares	No	For	For	For	For
Orbia Advance Corporation SAB de CV	3	Authorize Board to Ratify and Execute Approved Resolutions	No	For	For	For	For
Orbia Advance Corporation SAB de CV	1	Amend Article 3 Re: Corporate Purpose	No	For	For	For	For
Orbia Advance Corporation SAB de CV	2	Authorize Board to Ratify and Execute Approved Resolutions	No	For	For	For	For
Origin Enterprises Plc	1	Accept Financial Statements and Statutory Reports	No	For	For	For	For
Origin Enterprises Plc	2	Approve Final Dividend	No	For	For	For	For
Origin Enterprises Plc	3a	Re-elect Gary Britton as Director	No	For	For	For	Against
Origin Enterprises Plc	3b	Re-elect Sean Coyle as Director	No	For	For	For	For
Origin Enterprises Plc	3c	Re-elect Rose Hynes as Director	No	For	For	For	For
Origin Enterprises Plc	3d	Re-elect Helen Kirkpatrick as Director	No	For	For	For	For
Origin Enterprises Plc	3e	Re-elect Christopher Richards as Director	No	For	Against	Against	For
Origin Enterprises Plc	3f	Elect Aidan Connolly as Director	No	For	For	For	For
Origin Enterprises Plc	3g	Elect TJ Kelly as Director	No	For	For	For	For
Origin Enterprises Plc	3h	Elect Lesley Williams as Director	No	For	For	For	For
Origin Enterprises Plc	4	Authorise Board to Fix Remuneration of Auditors	No	For	For	For	For
Origin Enterprises Plc	5	Approve Remuneration Report	No	For	For	For	For
Origin Enterprises Plc	6	Authorise Issue of Equity	No	For	For	For	For
Origin Enterprises Plc	7a	Authorise Issue of Equity without Pre-emptive Rights	No	For	For	For	For

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KBIGI Proxy Votes July to Dec 2021 Compared to ISS Benchmark Policy Recommendations							
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Origin Enterprises Plc	7b	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	No	For	For	For	For
Origin Enterprises Plc	8a	Authorise Market Purchase of Ordinary Shares	No	For	For	For	For
Origin Enterprises Plc	8b	Authorise Reissuance Price Range at which Treasury Shares May be Re-issued Off-Market	No	For	For	For	For
Pennon Group Plc	1	Accept Financial Statements and Statutory Reports	No	For	For	For	For
Pennon Group Plc	2	Approve Final Dividend	No	For	For	For	For
Pennon Group Plc	3	Approve Remuneration Report	No	For	For	For	For
Pennon Group Plc	4	Re-elect Gill Rider as Director	No	For	For	For	For
Pennon Group Plc	5	Re-elect Susan Davy as Director	No	For	For	For	For
Pennon Group Plc	6	Re-elect Paul Boote as Director	No	For	For	For	For
Pennon Group Plc	7	Re-elect Neil Cooper as Director	No	For	For	For	For
Pennon Group Plc	8	Re-elect Iain Evans as Director	No	For	For	For	For
Pennon Group Plc	9	Re-elect Claire Ighodaro as Director	No	For	For	For	For
Pennon Group Plc	10	Re-elect Jon Butterworth as Director	No	For	For	For	For
Pennon Group Plc	11	Reappoint Ernst & Young LLP as Auditors	No	For	For	For	For
Pennon Group Plc	12	Authorise the Audit Committee to Fix Remuneration of Auditors	No	For	For	For	For
Pennon Group Plc	13	Authorise UK Political Donations and Expenditure	No	For	For	For	For
Pennon Group Plc	14	Authorise Issue of Equity	No	For	For	For	For
Pennon Group Plc	15	Authorise Issue of Equity without Pre-emptive Rights	No	For	For	For	For
Pennon Group Plc	16	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Specified Capital Investment	No	For	For	For	For
Pennon Group Plc	17	Authorise Market Purchase of Ordinary Shares	No	For	For	For	For
Pennon Group Plc	18	Authorise the Company to Call General Meeting with Two Weeks' Notice	No	For	For	For	Against
PhosAgro PJSC	1	Approve Interim Dividends of RUB 156 per Share for First Six Months of Fiscal 2021	No	For	For	For	For
PhosAgro PJSC	1	Approve Dividends	No	For	For	For	For
Rexnord Corporation	1	Approve Merger Agreement	No	For	For	For	For
Rexnord Corporation	2	Advisory Vote on Golden Parachutes	No	For	Against	Against	For
Rexnord Corporation	3	Adjourn Meeting	No	For	For	For	For
SSE Plc	1	Accept Financial Statements and Statutory Reports	No	For	For	For	For
SSE Plc	2	Approve Remuneration Report	No	For	For	For	For
SSE Plc	3	Approve Final Dividend	No	For	For	For	For
SSE Plc	4	Re-elect Gregor Alexander as Director	No	For	For	For	For
SSE Plc	5	Re-elect Sue Bruce as Director	No	For	For	For	For
SSE Plc	6	Re-elect Tony Cocker as Director	No	For	For	For	For
SSE Plc	7	Re-elect Peter Lynas as Director	No	For	For	For	For
SSE Plc	8	Re-elect Helen Mahy as Director	No	For	For	For	For
SSE Plc	9	Elect John Manzoni as Director	No	For	For	For	For

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KBIGI Proxy Votes July to Dec 2021 Compared to ISS Benchmark Policy Recommendations							
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
SSE Plc	10	Re-elect Alistair Phillips-Davies as Director	No	For	For	For	For
SSE Plc	11	Re-elect Martin Pibworth as Director	No	For	For	For	For
SSE Plc	12	Re-elect Melanie Smith as Director	No	For	For	For	For
SSE Plc	13	Re-elect Angela Strank as Director	No	For	For	For	For
SSE Plc	14	Reappoint Ernst & Young LLP as Auditors	No	For	For	For	For
SSE Plc	15	Authorise the Audit Committee to Fix Remuneration of Auditors	No	For	For	For	For
SSE Plc	16	Authorise Issue of Equity	No	For	For	For	For
SSE Plc	17	Approve Scrip Dividend Scheme	No	For	For	For	For
SSE Plc	18	Approve Sharesave Scheme	No	For	For	For	For
SSE Plc	19	Approve Net Zero Transition Report	No	For	For	For	For
SSE Plc	20	Authorise Issue of Equity without Pre-emptive Rights	No	For	For	For	For
SSE Plc	21	Authorise Market Purchase of Ordinary Shares	No	For	For	For	For
SSE Plc	22	Authorise the Company to Call General Meeting with Two Weeks' Notice	No	For	For	For	For
SSE Plc	23	Adopt New Articles of Association	No	For	For	For	For
Severn Trent Plc	1	Accept Financial Statements and Statutory Reports	No	For	For	For	For
Severn Trent Plc	2	Approve Remuneration Report	No	For	For	For	For
Severn Trent Plc	3	Approve Remuneration Policy	No	For	For	For	For
Severn Trent Plc	4	Approve Long Term Incentive Plan 2021	No	For	For	For	For
Severn Trent Plc	5	Approve the Company's Climate Change Action Plan	No	For	For	For	For
Severn Trent Plc	6	Approve Final Dividend	No	For	For	For	For
Severn Trent Plc	7	Re-elect Kevin Beeston as Director	No	For	For	For	For
Severn Trent Plc	8	Re-elect James Bowling as Director	No	For	For	For	For
Severn Trent Plc	9	Re-elect John Coghlan as Director	No	For	For	For	For
Severn Trent Plc	10	Re-elect Olivia Garfield as Director	No	For	For	For	For
Severn Trent Plc	11	Re-elect Christine Hodgson as Director	No	For	For	For	For
Severn Trent Plc	12	Re-elect Sharmila Nebhrajani as Director	No	For	For	For	For
Severn Trent Plc	13	Re-elect Philip Remnant as Director	No	For	For	For	For
Severn Trent Plc	14	Re-elect Dame Angela Strank as Director	No	For	For	For	For
Severn Trent Plc	15	Reappoint Deloitte LLP as Auditors	No	For	For	For	For
Severn Trent Plc	16	Authorise the Audit Committee to Fix Remuneration of Auditors	No	For	For	For	For
Severn Trent Plc	17	Authorise UK Political Donations and Expenditure	No	For	For	For	For
Severn Trent Plc	18	Authorise Issue of Equity	No	For	For	For	For
Severn Trent Plc	19	Authorise Issue of Equity without Pre-emptive Rights	No	For	For	For	For
Severn Trent Plc	20	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	No	For	For	For	For
Severn Trent Plc	21	Authorise Market Purchase of Ordinary Shares	No	For	For	For	For
Severn Trent Plc	22	Authorise the Company to Call General Meeting with Two Weeks' Notice	No	For	For	For	For

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KBIGI Proxy Votes July to Dec 2021 Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Sociedad Quimica y Minera de Chile SA	1	Approve Special Dividends of USD 1.4 per Share to be Charged to Company's Retained Earnings	No	For	For	For	For
Tate & Lyle Plc	1	Accept Financial Statements and Statutory Reports	No	For	For	For	For
Tate & Lyle Plc	2	Approve Remuneration Report	No	For	For	For	For
Tate & Lyle Plc	3	Approve Final Dividend	No	For	For	For	For
Tate & Lyle Plc	4	Re-elect Dr Gerry Murphy as Director	No	For	Against	Against	For
Tate & Lyle Plc	5	Re-elect Nick Hampton as Director	No	For	For	For	For
Tate & Lyle Plc	6	Elect Vivid Sehgal as Director	No	For	For	For	For
Tate & Lyle Plc	7	Elect John Cheung as Director	No	For	For	For	For
Tate & Lyle Plc	8	Elect Patricia Corsi as Director	No	For	For	For	For
Tate & Lyle Plc	9	Re-elect Paul Forman as Director	No	For	For	For	For
Tate & Lyle Plc	10	Re-elect Lars Frederiksen as Director	No	For	For	For	For
Tate & Lyle Plc	11	Re-elect Kimberly Nelson as Director	No	For	For	For	For
Tate & Lyle Plc	12	Re-elect Sybella Stanley as Director	No	For	For	For	For
Tate & Lyle Plc	13	Re-elect Warren Tucker as Director	No	For	For	For	For
Tate & Lyle Plc	14	Reappoint Ernst & Young LLP as Auditors	No	For	For	For	For
Tate & Lyle Plc	15	Authorise the Audit Committee to Fix Remuneration of Auditors	No	For	For	For	For
Tate & Lyle Plc	16	Authorise UK Political Donations and Expenditure	No	For	For	For	For
Tate & Lyle Plc	17	Authorise Issue of Equity	No	For	For	For	For
Tate & Lyle Plc	18	Authorise Issue of Equity without Pre-emptive Rights	No	For	For	For	For
Tate & Lyle Plc	19	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	No	For	For	For	For
Tate & Lyle Plc	20	Authorise Market Purchase of Ordinary Shares	No	For	For	For	For
Tate & Lyle Plc	21	Authorise the Company to Call General Meeting with Two Weeks' Notice	No	For	For	For	For
Tate & Lyle Plc	1	Approve Matters Relating to the Sale of a Controlling Stake in NewCo to KPS	No	For	For	For	For
Tate & Lyle Plc	2	Amend Performance Share Plan	No	For	For	For	For
United Utilities Group Plc	1	Accept Financial Statements and Statutory Reports	No	For	For	For	For
United Utilities Group Plc	2	Approve Final Dividend	No	For	For	For	For
United Utilities Group Plc	3	Approve Remuneration Report	No	For	For	For	For
United Utilities Group Plc	4	Re-elect Sir David Higgins as Director	No	For	For	For	For
United Utilities Group Plc	5	Re-elect Steve Mogford as Director	No	For	For	For	For
United Utilities Group Plc	6	Elect Phil Aspin as Director	No	For	For	For	For
United Utilities Group Plc	7	Re-elect Mark Clare as Director	No	For	For	For	For
United Utilities Group Plc	8	Re-elect Stephen Carter as Director	No	For	For	For	For
United Utilities Group Plc	9	Elect Kath Cates as Director	No	For	For	For	For
United Utilities Group Plc	10	Re-elect Alison Goligher as Director	No	For	For	For	For
United Utilities Group Plc	11	Re-elect Paulette Rowe as Director	No	For	For	For	For

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KBIGI Proxy Votes July to Dec 2021 Compared to ISS Benchmark Policy Recommendations							
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
United Utilities Group Plc	12	Elect Doug Webb as Director	No	For	For	For	For
United Utilities Group Plc	13	Reappoint KPMG LLP as Auditors	No	For	For	For	For
United Utilities Group Plc	14	Authorise the Audit Committee to Fix Remuneration of Auditors	No	For	For	For	For
United Utilities Group Plc	15	Authorise Issue of Equity	No	For	For	For	For
United Utilities Group Plc	16	Authorise Issue of Equity without Pre-emptive Rights	No	For	For	For	For
United Utilities Group Plc	17	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	No	For	For	For	For
United Utilities Group Plc	18	Authorise Market Purchase of Ordinary Shares	No	For	For	For	For
United Utilities Group Plc	19	Adopt New Articles of Association	No	For	For	For	For
United Utilities Group Plc	20	Authorise the Company to Call General Meeting with Two Weeks' Notice	No	For	For	For	For
United Utilities Group Plc	21	Authorise UK Political Donations and Expenditure	No	For	For	For	For
VA Tech Wabag Limited	1	Accept Financial Statements and Statutory Reports	No	For	For	For	For
VA Tech Wabag Limited	2	Reelect S Varadarajan as Director	No	For	For	For	For
VA Tech Wabag Limited	3	Elect Ranjit Singh as Director	No	For	For	For	For
VA Tech Wabag Limited	4	Elect Amit Goela as Director	No	For	For	For	For
VA Tech Wabag Limited	5	Approve Remuneration of Cost Auditors	No	For	For	For	For
Wolfspeed, Inc.	1.1	Elect Director Glenda M. Dorchak	No	For	For	For	For
Wolfspeed, Inc.	1.2	Elect Director John C. Hodge	No	For	For	For	For
Wolfspeed, Inc.	1.3	Elect Director Clyde R. Hosein	No	For	For	For	For
Wolfspeed, Inc.	1.4	Elect Director Darren R. Jackson	No	For	For	For	For
Wolfspeed, Inc.	1.5	Elect Director Duy-Loan T. Le	No	For	For	For	For
Wolfspeed, Inc.	1.6	Elect Director Gregg A. Lowe	No	For	For	For	For
Wolfspeed, Inc.	1.7	Elect Director John B. Replogle	No	For	For	For	Against
Wolfspeed, Inc.	1.8	Elect Director Marvin A. Riley	No	For	For	For	0
Wolfspeed, Inc.	1.9	Elect Director Thomas H. Werner	No	For	For	For	0
Wolfspeed, Inc.	2	Approve Increase in Size of Board	No	For	For	For	0
Wolfspeed, Inc.	3	Ratify PricewaterhouseCoopers LLP as Auditors	No	For	For	For	0
Wolfspeed, Inc.	4	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	Against	Against	0
Yara International ASA	1	Approve Notice of Meeting and Agenda	No	For	Do Not Vote	Do Not Vote	Do Not Vote
Yara International ASA	2	Elect Chairman of Meeting; Designate Inspector(s) of Minutes of Meeting	No	For	Do Not Vote	Do Not Vote	Do Not Vote
Yara International ASA	3	Approve Additional Dividends of NOK 20.00 Per Share	No	For	Do Not Vote	Do Not Vote	Do Not Vote

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Morgan Stanley Proxy Votes July - December 2021 Compared to ISS and Glass Lewis Recommendations										
Company Name	Meeting Date	SR No	Agenda Description	Non-voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	MSIM Vote	Different from ISS	Different from Glass Lewis
Associated British Foods Plc	12/10/2021	1	Accept Financial Statements and Statutory Reports	No	FOR	FOR	FOR	FOR	No	No
Associated British Foods Plc	12/10/2021	2	Approve Remuneration Report	No	FOR	AGAINST	FOR	FOR	Yes	No
Associated British Foods Plc	12/10/2021	3	Approve Final Dividend	No	FOR	FOR	FOR	FOR	No	No
Associated British Foods Plc	12/10/2021	4	Re-elect Emma Adamo as Director	No	FOR	FOR	FOR	FOR	No	No
Associated British Foods Plc	12/10/2021	5	Re-elect Graham Allan as Director	No	FOR	FOR	FOR	FOR	No	No
Associated British Foods Plc	12/10/2021	6	Re-elect John Bason as Director	No	FOR	FOR	FOR	FOR	No	No
Associated British Foods Plc	12/10/2021	7	Re-elect Ruth Cairnie as Director	No	FOR	FOR	FOR	FOR	No	No
Associated British Foods Plc	12/10/2021	8	Re-elect Wolfhart Hauser as Director	No	FOR	FOR	FOR	FOR	No	No
Associated British Foods Plc	12/10/2021	9	Re-elect Michael McLintock as Director	No	FOR	FOR	FOR	FOR	No	No
Associated British Foods Plc	12/10/2021	10	Elect Dame Heather Rabbatts as Director	No	FOR	FOR	FOR	FOR	No	No
Associated British Foods Plc	12/10/2021	11	Re-elect Richard Reid as Director	No	FOR	FOR	FOR	FOR	No	No
Associated British Foods Plc	12/10/2021	12	Re-elect George Weston as Director	No	FOR	FOR	FOR	FOR	No	No
Associated British Foods Plc	12/10/2021	13	Reappoint Ernst & Young LLP as Auditors	No	FOR	FOR	FOR	FOR	No	No
Associated British Foods Plc	12/10/2021	14	Authorise the Audit Committee to Fix Remuneration of Auditor	No	FOR	FOR	FOR	FOR	No	No
Associated British Foods Plc	12/10/2021	15	Authorise UK Political Donations and Expenditure	No	FOR	FOR	FOR	FOR	No	No
Associated British Foods Plc	12/10/2021	16	Authorise Issue of Equity	No	FOR	FOR	FOR	FOR	No	No
Associated British Foods Plc	12/10/2021	17	Authorise Issue of Equity without Pre-emptive Rights	No	FOR	FOR	FOR	FOR	No	No
Associated British Foods Plc	12/10/2021	18	Authorise Market Purchase of Ordinary Shares	No	FOR	FOR	FOR	FOR	No	No
Associated British Foods Plc	12/10/2021	19	Authorise the Company to Call General Meeting with Two Wee	No	FOR	FOR	FOR	AGAINST	Yes	Yes
Experian Plc	7/21/2021	1	Accept Financial Statements and Statutory Reports	No	FOR	FOR	FOR	FOR	No	No
Experian Plc	7/21/2021	2	Approve Remuneration Report	No	FOR	FOR	FOR	FOR	No	No
Experian Plc	7/21/2021	3	Elect Alison Brittain as Director	No	FOR	FOR	FOR	FOR	No	No
Experian Plc	7/21/2021	4	Elect Jonathan Howell as Director	No	FOR	FOR	FOR	FOR	No	No
Experian Plc	7/21/2021	5	Re-elect Dr Ruba Borno as Director	No	FOR	FOR	FOR	FOR	No	No
Experian Plc	7/21/2021	6	Re-elect Brian Cassin as Director	No	FOR	FOR	FOR	FOR	No	No
Experian Plc	7/21/2021	7	Re-elect Caroline Donahue as Director	No	FOR	FOR	FOR	FOR	No	No
Experian Plc	7/21/2021	8	Re-elect Luiz Fleury as Director	No	FOR	FOR	FOR	FOR	No	No
Experian Plc	7/21/2021	9	Re-elect Deirdre Mahlan as Director	No	FOR	FOR	FOR	FOR	No	No
Experian Plc	7/21/2021	10	Re-elect Lloyd Pitchford as Director	No	FOR	FOR	FOR	FOR	No	No
Experian Plc	7/21/2021	11	Re-elect Mike Rogers as Director	No	FOR	FOR	FOR	FOR	No	No
Experian Plc	7/21/2021	12	Re-elect George Rose as Director	No	FOR	FOR	FOR	FOR	No	No
Experian Plc	7/21/2021	13	Re-elect Kerry Williams as Director	No	FOR	FOR	FOR	FOR	No	No
Experian Plc	7/21/2021	14	Reappoint KPMG LLP as Auditors	No	FOR	FOR	FOR	FOR	No	No
Experian Plc	7/21/2021	15	Authorise Board to Fix Remuneration of Auditors	No	FOR	FOR	FOR	FOR	No	No
Experian Plc	7/21/2021	16	Authorise Issue of Equity	No	FOR	FOR	FOR	FOR	No	No
Experian Plc	7/21/2021	17	Authorise Issue of Equity without Pre-emptive Rights	No	FOR	FOR	FOR	FOR	No	No
Experian Plc	7/21/2021	18	Authorise Issue of Equity without Pre-emptive Rights in Connec	No	FOR	FOR	FOR	FOR	No	No
Experian Plc	7/21/2021	19	Authorise Market Purchase of Ordinary Shares	No	FOR	FOR	FOR	FOR	No	No
Experian Plc	7/21/2021	20	Adopt New Articles of Association	No	FOR	FOR	FOR	FOR	No	No
Hexagon AB	11/17/2021	1	Elect Chairman of Meeting	No	FOR	FOR	FOR	FOR	No	No
Hexagon AB	11/17/2021	2	Prepare and Approve List of Shareholders	No	FOR	FOR	FOR	FOR	No	No
Hexagon AB	11/17/2021	3	Approve Agenda of Meeting	No	FOR	FOR	FOR	FOR	No	No
Hexagon AB	11/17/2021	4.1	Designate Johannes Wingborg as Inspector of Minutes of Meet	No	FOR	FOR	FOR	FOR	No	No
Hexagon AB	11/17/2021	4.2	Designate Fredrik Skoglund as Inspector of Minutes of Meeting	No	FOR	FOR	FOR	FOR	No	No

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Morgan Stanley Proxy Votes July - December 2021 Compared to ISS and Glass Lewis Recommendations										
Company Name	Meeting Date	SR No	Agenda Description	Non-voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	MSIM Vote	Different from ISS	Different from Glass Lewis
Hexagon AB	11/17/2021	5	Acknowledge Proper Convening of Meeting	No	FOR	FOR	FOR	FOR	No	No
Hexagon AB	11/17/2021	6	Amend Articles Re: Number of Board Members	No	FOR	FOR	FOR	FOR	No	No
Hexagon AB	11/17/2021	7	Determine Number of Members (10) and Deputy Members (0)	No	FOR	FOR	FOR	FOR	No	No
Hexagon AB	11/17/2021	8.1	Elect Brett Watson as New Director	No	FOR	FOR	FOR	FOR	No	No
Hexagon AB	11/17/2021	8.2	Elect Erik Huggers as New Director	No	FOR	FOR	FOR	FOR	No	No
Hexagon AB	11/17/2021	9	Approve Remuneration of New Elected Directors	No	FOR	FOR	FOR	FOR	No	No
Industrivarden AB	11/23/2021	1	Elect Chairman of Meeting	No	FOR	FOR	N/A	FOR	No	Yes
Industrivarden AB	11/23/2021	2	Designate Inspector(s) of Minutes of Meeting	No	FOR	FOR	N/A	FOR	No	Yes
Industrivarden AB	11/23/2021	3	Prepare and Approve List of Shareholders	No	FOR	FOR	N/A	FOR	No	Yes
Industrivarden AB	11/23/2021	4	Approve Agenda of Meeting	No	FOR	FOR	N/A	FOR	No	Yes
Industrivarden AB	11/23/2021	5	Acknowledge Proper Convening of Meeting	No	FOR	FOR	N/A	FOR	No	Yes
Industrivarden AB	11/23/2021	6.a	Approve SEK 8.3 Million Reduction in Share Capital via Share Ca	No	FOR	FOR	N/A	FOR	No	Yes
Industrivarden AB	11/23/2021	6.b	Approve Capitalization of Reserves of SEK 8.3 Million for a Bonu	No	FOR	FOR	N/A	FOR	No	Yes
Pernod Ricard SA	11/10/2021		Ordinary Business	Yes			NON-VOTING	NON-VOTING	Yes	No
Pernod Ricard SA	11/10/2021	1	Approve Financial Statements and Statutory Reports	No	FOR	FOR	FOR	FOR	No	No
Pernod Ricard SA	11/10/2021	2	Approve Consolidated Financial Statements and Statutory Rep	No	FOR	FOR	FOR	FOR	No	No
Pernod Ricard SA	11/10/2021	3	Approve Allocation of Income and Dividends of EUR 3.12 per Sh	No	FOR	FOR	FOR	FOR	No	No
Pernod Ricard SA	11/10/2021	4	Reelect Anne Lange as Director	No	FOR	FOR	FOR	FOR	No	No
Pernod Ricard SA	11/10/2021	5	Reelect Societe Paul Ricard as Director	No	FOR	FOR	FOR	FOR	No	No
Pernod Ricard SA	11/10/2021	6	Reelect Veronica Vargas as Director	No	FOR	FOR	FOR	FOR	No	No
Pernod Ricard SA	11/10/2021	7	Elect Namita Shah as Director	No	FOR	FOR	FOR	FOR	No	No
Pernod Ricard SA	11/10/2021	8	Approve Compensation of Alexandre Ricard, Chairman and CEO	No	FOR	FOR	FOR	FOR	No	No
Pernod Ricard SA	11/10/2021	9	Approve Compensation Report of Corporate Officers	No	FOR	FOR	FOR	FOR	No	No
Pernod Ricard SA	11/10/2021	10	Approve Remuneration Policy of Alexandre Ricard, Chairman a	No	FOR	AGAINST	FOR	FOR	Yes	No
Pernod Ricard SA	11/10/2021	11	Approve Remuneration Policy of Directors	No	FOR	FOR	FOR	FOR	No	No
Pernod Ricard SA	11/10/2021	12	Authorize Repurchase of Up to 10 Percent of Issued Share Capi	No	FOR	FOR	FOR	FOR	No	No
Pernod Ricard SA	11/10/2021	13	Approve Auditors' Special Report on Related-Party Transactions	No	FOR	FOR	FOR	FOR	No	No
Pernod Ricard SA	11/10/2021		Extraordinary Business	Yes			NON-VOTING	NON-VOTING	Yes	No
Pernod Ricard SA	11/10/2021	14	Authorize Decrease in Share Capital via Cancellation of Repurch	No	FOR	FOR	FOR	FOR	No	No
Pernod Ricard SA	11/10/2021	15	Authorize Issuance of Equity or Equity-Linked Securities with Pr	No	FOR	FOR	FOR	FOR	No	No
Pernod Ricard SA	11/10/2021	16	Authorize Issuance of Equity or Equity-Linked Securities withou	No	FOR	FOR	AGAINST	FOR	No	Yes
Pernod Ricard SA	11/10/2021	17	Authorize Board to Increase Capital in the Event of Additional D	No	FOR	FOR	AGAINST	FOR	No	Yes
Pernod Ricard SA	11/10/2021	18	Approve Issuance of Equity or Equity-Linked Securities for Priv	No	FOR	FOR	AGAINST	FOR	No	Yes
Pernod Ricard SA	11/10/2021	19	Authorize Capital Increase of up to 10 Percent of Issued Capital	No	FOR	FOR	AGAINST	FOR	No	Yes
Pernod Ricard SA	11/10/2021	20	Authorize Capital Increase of Up to 10 Percent of Issued Capital	No	FOR	FOR	AGAINST	FOR	No	Yes
Pernod Ricard SA	11/10/2021	21	Authorize Capitalization of Reserves of Up to EUR 134 Million fo	No	FOR	FOR	FOR	FOR	No	No
Pernod Ricard SA	11/10/2021	22	Authorize up to 1.5 Percent of Issued Capital for Use in Restrict	No	FOR	FOR	FOR	FOR	No	No
Pernod Ricard SA	11/10/2021	23	Authorize up to 0.5 Percent of Issued Capital for Use in Restrict	No	FOR	FOR	FOR	FOR	No	No
Pernod Ricard SA	11/10/2021	24	Authorize Capital Issuances for Use in Employee Stock Purchas	No	FOR	FOR	FOR	FOR	No	No
Pernod Ricard SA	11/10/2021	25	Authorize Capital Issuances for Use in Employee Stock Purchas	No	FOR	FOR	FOR	FOR	No	No
Pernod Ricard SA	11/10/2021	26	Amend Article 7 and 33 of Bylaws to Comply with Legal Change	No	FOR	FOR	FOR	FOR	No	No
Pernod Ricard SA	11/10/2021	27	Authorize Filing of Required Documents/Other Formalities	No	FOR	FOR	FOR	FOR	No	No
Prudential Plc	8/27/2021	1	Approve Matters Relating to the Demerger of the Jackson Grou	No	FOR	FOR	FOR	FOR	No	No
Svenska Handelsbanken AB	10/21/2021	1	Open Meeting	Yes	NONE	NONE	NON-VOTING	NON-VOTING	Yes	No

B.1.a

Morgan Stanley Proxy Votes July - December 2021 Compared to ISS and Glass Lewis Recommendations										
Company Name	Meeting Date	SR No	Agenda Description	Non-voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	MSIM Vote	Different from ISS	Different from Glass Lewis
Svenska Handelsbanken AB	10/21/2021	2	Elect Chairman of Meeting	No	FOR	FOR	FOR	FOR	No	No
Svenska Handelsbanken AB	10/21/2021	3.a	Designate Maria Sjostedt as Inspector of Minutes of Meeting	No	FOR	FOR	N/A	FOR	No	Yes
Svenska Handelsbanken AB	10/21/2021	4	Prepare and Approve List of Shareholders	No	FOR	FOR	FOR	FOR	No	No
Svenska Handelsbanken AB	10/21/2021	5	Approve Agenda of Meeting	No	FOR	FOR	FOR	FOR	No	No
Svenska Handelsbanken AB	10/21/2021	6	Acknowledge Proper Convening of Meeting	No	FOR	FOR	FOR	FOR	No	No
Svenska Handelsbanken AB	10/21/2021	7.a	Approve Transaction with a Related Party	No	FOR	FOR	FOR	FOR	No	No
Svenska Handelsbanken AB	10/21/2021	7.b	Approve Distribution of Shares in AB Industrivarden to Shareholders	No	FOR	FOR	FOR	FOR	No	No
Svenska Handelsbanken AB	10/21/2021	8	Close Meeting	Yes	NONE	NONE	NON-VOTING	NON-VOTING	Yes	No
Svenska Handelsbanken AB	10/21/2021	3.b	Designate Karl Aberg as Inspector of Minutes of Meeting	No	FOR	FOR	N/A	FOR	No	Yes

B.1.a

STATE STREET GLOBAL ADVISORS PROXY REPORTS - JULY THROUGH DECEMBER, 2021 COMPARED TO ISS AND PUBLIC FUND POLICY RECOMMENDATIONS										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
ABIOMED, Inc.	11-Aug-21	Management	1	Yes	Elect Director Eric A. Rose	For	For	For	For	A vote FOR the director nominees is warranted.
ABIOMED, Inc.	11-Aug-21	Management	2	Yes	Elect Director Jeannine M. Rivet	For	For	For	For	A vote FOR the director nominees is warranted.
ABIOMED, Inc.	11-Aug-21	Management	3	Yes	Elect Director Myron L. Rolle	For	For	For	For	A vote FOR the director nominees is warranted.
ABIOMED, Inc.	11-Aug-21	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The STI and LTI programs no longer utilize a duplicated metric, and the LTI performance period was extended to multiple years. In addition, the incentive programs are primarily based on objective performance. However, no quantified goals are provided for several performance metrics, which precludes an assessment of goal rigor and pay and performance linkage, and the CEO's target STI opportunity is sizable. Although annual PSU awards are capped at target if TSR is negative, the target of median performance may not be viewed as particularly rigorous, a portion can be earned based on a secondary peer group, and certain forward-looking goals were not disclosed. Further, NEOs received special COVID-related PSU grants which are based on a one-year performance period and lack disclosure of specific target goals.
ABIOMED, Inc.	11-Aug-21	Management	5	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Amcor Plc	10-Nov-21	Management	1	Yes	Elect Director Graeme Liebelt	For	For	For	For	Votes AGAINST Karen Guerra, Armin Meyer and Jeremy Sutcliffe are warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
Amcor Plc	10-Nov-21	Management	2	Yes	Elect Director Armin Meyer	For	For	Against	Against	Votes AGAINST Karen Guerra, Armin Meyer and Jeremy Sutcliffe are warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
Amcor Plc	10-Nov-21	Management	3	Yes	Elect Director Ronald Delia	For	For	For	For	Votes AGAINST Karen Guerra, Armin Meyer and Jeremy Sutcliffe are warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
Amcor Plc	10-Nov-21	Management	4	Yes	Elect Director Achal Agarwal	For	For	For	For	Votes AGAINST Karen Guerra, Armin Meyer and Jeremy Sutcliffe are warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
Amcor Plc	10-Nov-21	Management	5	Yes	Elect Director Andrea Bertone	For	For	For	For	Votes AGAINST Karen Guerra, Armin Meyer and Jeremy Sutcliffe are warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
Amcor Plc	10-Nov-21	Management	6	Yes	Elect Director Susan Carter	For	For	For	For	Votes AGAINST Karen Guerra, Armin Meyer and Jeremy Sutcliffe are warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
Amcor Plc	10-Nov-21	Management	7	Yes	Elect Director Karen Guerra	For	For	Against	Against	Votes AGAINST Karen Guerra, Armin Meyer and Jeremy Sutcliffe are warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
Amcor Plc	10-Nov-21	Management	8	Yes	Elect Director Nicholas (Tom) Long	For	For	For	For	Votes AGAINST Karen Guerra, Armin Meyer and Jeremy Sutcliffe are warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
Amcor Plc	10-Nov-21	Management	9	Yes	Elect Director Arun Nayar	For	For	For	For	Votes AGAINST Karen Guerra, Armin Meyer and Jeremy Sutcliffe are warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
Amcor Plc	10-Nov-21	Management	10	Yes	Elect Director Jeremy Sutcliffe	For	For	Against	Against	Votes AGAINST Karen Guerra, Armin Meyer and Jeremy Sutcliffe are warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
Amcor Plc	10-Nov-21	Management	11	Yes	Elect Director David Szczupak	For	For	For	For	Votes AGAINST Karen Guerra, Armin Meyer and Jeremy Sutcliffe are warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
Amcor Plc	10-Nov-21	Management	12	Yes	Ratify PricewaterhouseCoopers AG as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Amcor Plc	10-Nov-21	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the aggregate perquisites provided to the CEO during the previous fiscal year are excessive. Furthermore, concerns remain regarding the lack of disclosure of performance goals under the short-term incentive program.
Apartment Income REIT Corp.	07-Dec-21	Management	1	Yes	Elect Director Thomas N. Bohjalian	For	For	For	For	A vote FOR all director nominees is warranted.
Apartment Income REIT Corp.	07-Dec-21	Management	2	Yes	Elect Director Kristin R. Finney-Cooke	For	For	For	For	A vote FOR all director nominees is warranted.
Apartment Income REIT Corp.	07-Dec-21	Management	3	Yes	Elect Director Margarita Palau-Hernandez	For	For	For	For	A vote FOR all director nominees is warranted.
Apartment Income REIT Corp.	07-Dec-21	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Apartment Income REIT Corp.	07-Dec-21	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
Apartment Income REIT Corp.	07-Dec-21	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Aspen Technology, Inc.	10-Dec-21	Management	1	Yes	Elect Director Karen Golz	For	For	For	For	WITHHOLD votes for R. Halsey Wise are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Aspen Technology, Inc.	10-Dec-21	Management	2	Yes	Elect Director Antonio J. Pietri	For	For	For	For	WITHHOLD votes for R. Halsey Wise are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Aspen Technology, Inc.	10-Dec-21	Management	3	Yes	Elect Director R. Halsey Wise	For	For	Withhold	Withhold	WITHHOLD votes for R. Halsey Wise are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Aspen Technology, Inc.	10-Dec-21	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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STATE STREET GLOBAL ADVISORS PROXY REPORTS - JULY THROUGH DECEMBER, 2021 COMPARED TO ISS AND PUBLIC FUND POLICY RECOMMENDATIONS										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Aspen Technology, Inc.	10-Dec-21	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Athene Holding Ltd.	21-Dec-21	Management	1	Yes	Approve Merger Agreement	For	For	For	For	The special committee of the board conducted a reasonably thorough negotiation, securing APO's best-and-final offer, which represents a 16.5 percent premium to the unaffected ATH share price. The strategic rationale for the business combination is solid, as it is expected to accelerate growth opportunities for the combined company and be immediately accretive on an earnings basis. Given the equity form of consideration, ATH shareholders will have the opportunity to participate in the potential upside of the combined company. There also appears to be material downside risk in the event of non-approval, as evidenced by the outperformance of ATH shares relative to peers since announcement. In consideration of these factors, a vote FOR
Athene Holding Ltd.	21-Dec-21	Management	2	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted, as the underlying transaction merits shareholder support.
Athene Holding Ltd.	21-Dec-21	Management	3	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Cash severance is double trigger and reasonably based, and no excise tax gross-ups are payable. Additionally, outstanding equity awards will be converted into time-based awards, with the same vesting terms and conditions, and the performance-based awards will be converted at target.
Atlassian Corporation Plc	02-Dec-21	Management	1	Yes	Accept Financial Statements and Statutory Reports	For	For	For	For	A vote FOR the company's routine submission of the directors' report and financial statements is warranted as no significant concerns have been identified.
Atlassian Corporation Plc	02-Dec-21	Management	2	Yes	Approve Remuneration Report	For	Against	Against	Against	A vote AGAINST this resolution is warranted because: "A transaction-related bonus was paid to an Executive Director during the year under review.
Atlassian Corporation Plc	02-Dec-21	Management	3	Yes	Appoint Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST Item 3 is warranted as the auditor's tenure at the company exceeds seven years.A vote FOR Item 4 is warranted, as non-audit fees are less than 25 percent of total fees paid.
Atlassian Corporation Plc	02-Dec-21	Management	4	Yes	Authorize Board to Fix Remuneration of Auditors	For	For	For	For	A vote AGAINST Item 3 is warranted as the auditor's tenure at the company exceeds seven years.A vote FOR Item 4 is warranted, as non-audit fees are less than 25 percent of total fees paid.
Atlassian Corporation Plc	02-Dec-21	Management	5	Yes	Elect Director Shona L. Brown	For	For	For	For	Votes AGAINST Richard (Rich) Wong are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Atlassian Corporation Plc	02-Dec-21	Management	6	Yes	Elect Director Michael Cannon-Brookes	For	For	For	For	Votes AGAINST Richard (Rich) Wong are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Atlassian Corporation Plc	02-Dec-21	Management	7	Yes	Elect Director Scott Farquhar	For	For	For	For	Votes AGAINST Richard (Rich) Wong are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Atlassian Corporation Plc	02-Dec-21	Management	8	Yes	Elect Director Heather Mirjahangir Fernandez	For	For	For	For	Votes AGAINST Richard (Rich) Wong are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Atlassian Corporation Plc	02-Dec-21	Management	9	Yes	Elect Director Sasan Goodarzi	For	For	For	For	Votes AGAINST Richard (Rich) Wong are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Atlassian Corporation Plc	02-Dec-21	Management	10	Yes	Elect Director Jay Parikh	For	For	For	For	Votes AGAINST Richard (Rich) Wong are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Atlassian Corporation Plc	02-Dec-21	Management	11	Yes	Elect Director Enrique Salem	For	For	For	For	Votes AGAINST Richard (Rich) Wong are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Atlassian Corporation Plc	02-Dec-21	Management	12	Yes	Elect Director Steven Sordello	For	For	For	For	Votes AGAINST Richard (Rich) Wong are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Atlassian Corporation Plc	02-Dec-21	Management	13	Yes	Elect Director Richard P. Wong	For	For	Against	Against	Votes AGAINST Richard (Rich) Wong are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Atlassian Corporation Plc	02-Dec-21	Management	14	Yes	Elect Director Michelle Zatlyn	For	For	For	For	Votes AGAINST Richard (Rich) Wong are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Automatic Data Processing, Inc.	10-Nov-21	Management	1	Yes	Elect Director Peter Bisson	For	For	For	For	A vote FOR all director nominees is warranted.
Automatic Data Processing, Inc.	10-Nov-21	Management	2	Yes	Elect Director Richard T. Clark	For	For	For	For	A vote FOR all director nominees is warranted.
Automatic Data Processing, Inc.	10-Nov-21	Management	3	Yes	Elect Director Linnie M. Haynesworth	For	For	For	For	A vote FOR all director nominees is warranted.
Automatic Data Processing, Inc.	10-Nov-21	Management	4	Yes	Elect Director John P. Jones	For	For	For	For	A vote FOR all director nominees is warranted.
Automatic Data Processing, Inc.	10-Nov-21	Management	5	Yes	Elect Director Francine S. Katsoudas	For	For	For	For	A vote FOR all director nominees is warranted.
Automatic Data Processing, Inc.	10-Nov-21	Management	6	Yes	Elect Director Nazzic S. Keene	For	For	For	For	A vote FOR all director nominees is warranted.
Automatic Data Processing, Inc.	10-Nov-21	Management	7	Yes	Elect Director Thomas J. Lynch	For	For	For	For	A vote FOR all director nominees is warranted.
Automatic Data Processing, Inc.	10-Nov-21	Management	8	Yes	Elect Director Scott F. Powers	For	For	For	For	A vote FOR all director nominees is warranted.
Automatic Data Processing, Inc.	10-Nov-21	Management	9	Yes	Elect Director William J. Ready	For	For	For	For	A vote FOR all director nominees is warranted.
Automatic Data Processing, Inc.	10-Nov-21	Management	10	Yes	Elect Director Carlos A. Rodriguez	For	For	For	For	A vote FOR all director nominees is warranted.
Automatic Data Processing, Inc.	10-Nov-21	Management	11	Yes	Elect Director Sandra S. Wijnberg	For	For	For	For	A vote FOR all director nominees is warranted.
Automatic Data Processing, Inc.	10-Nov-21	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Concerns are raised by the company's significant reduction in incentive target goals, as a majority of these targets were set well below the prior year's achievements, in some cases to negative levels. Although above-target incentive payouts have not resulted in a misalignment between pay and performance, the structure of the annual incentive programs also raises concerns, as strategic goals comprise a significant portion of the award and specific strategic targets and achievements remain undisclosed. Continued monitoring of goal rigor and disclosures is warranted.

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Automatic Data Processing, Inc.	10-Nov-21	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Automatic Data Processing, Inc.	10-Nov-21	Shareholder	14	Yes	Report on Workforce Engagement in Governance	Against	Against	For	For	A vote FOR this proposal is warranted as shareholders would benefit from more information about how a non-management employee representative director may enhance board diversity and enable more robust oversight of issues related to the company's workforce and their concerns.
AutoZone, Inc.	15-Dec-21	Management	1	Yes	Elect Director Douglas H. Brooks	For	For	For	For	Votes AGAINST Earl (Butch) Graves Jr. and George Mrkoncic Jr. are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
AutoZone, Inc.	15-Dec-21	Management	2	Yes	Elect Director Linda A. Goodspeed	For	For	For	For	Votes AGAINST Earl (Butch) Graves Jr. and George Mrkoncic Jr. are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
AutoZone, Inc.	15-Dec-21	Management	3	Yes	Elect Director Earl G. Graves, Jr.	For	For	Against	Against	Votes AGAINST Earl (Butch) Graves Jr. and George Mrkoncic Jr. are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
AutoZone, Inc.	15-Dec-21	Management	4	Yes	Elect Director Enderson Guimaraes	For	For	For	For	Votes AGAINST Earl (Butch) Graves Jr. and George Mrkoncic Jr. are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
AutoZone, Inc.	15-Dec-21	Management	5	Yes	Elect Director D. Bryan Jordan	For	For	For	For	Votes AGAINST Earl (Butch) Graves Jr. and George Mrkoncic Jr. are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
AutoZone, Inc.	15-Dec-21	Management	6	Yes	Elect Director Gale V. King	For	For	For	For	Votes AGAINST Earl (Butch) Graves Jr. and George Mrkoncic Jr. are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
AutoZone, Inc.	15-Dec-21	Management	7	Yes	Elect Director George R. Mrkoncic, Jr.	For	For	Against	Against	Votes AGAINST Earl (Butch) Graves Jr. and George Mrkoncic Jr. are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
AutoZone, Inc.	15-Dec-21	Management	8	Yes	Elect Director William C. Rhodes, III	For	For	For	For	Votes AGAINST Earl (Butch) Graves Jr. and George Mrkoncic Jr. are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
AutoZone, Inc.	15-Dec-21	Management	9	Yes	Elect Director Jill A. Soltau	For	For	For	For	Votes AGAINST Earl (Butch) Graves Jr. and George Mrkoncic Jr. are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
AutoZone, Inc.	15-Dec-21	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
AutoZone, Inc.	15-Dec-21	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company paid significant tax gross-up related to the CEO's life insurance perquisite. Further, equity awards are subject only to time-based vesting, and no portion of long-term incentives is conditioned on the achievement of pre-set performance goals.
AutoZone, Inc.	15-Dec-21	Shareholder	12	Yes	Report on Annual Climate Transition	Against	For	For	For	A vote FOR this proposal is warranted because the requested report and targets will allow investors to better assess how the company is managing climate-related risks.
Avnet, Inc.	18-Nov-21	Management	1	Yes	Elect Director Rodney C. Adkins	For	For	For	For	Votes AGAINST William Schumann III are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Avnet, Inc.	18-Nov-21	Management	2	Yes	Elect Director Carlo Bozotti	For	For	For	For	Votes AGAINST William Schumann III are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Avnet, Inc.	18-Nov-21	Management	3	Yes	Elect Director Brenda L. Freeman	For	For	For	For	Votes AGAINST William Schumann III are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Avnet, Inc.	18-Nov-21	Management	4	Yes	Elect Director Philip R. Gallagher	For	For	For	For	Votes AGAINST William Schumann III are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Avnet, Inc.	18-Nov-21	Management	5	Yes	Elect Director Jo Ann Jenkins	For	For	For	For	Votes AGAINST William Schumann III are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Avnet, Inc.	18-Nov-21	Management	6	Yes	Elect Director Oleg Khaykin	For	For	For	For	Votes AGAINST William Schumann III are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Avnet, Inc.	18-Nov-21	Management	7	Yes	Elect Director James A. Lawrence	For	For	For	For	Votes AGAINST William Schumann III are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Avnet, Inc.	18-Nov-21	Management	8	Yes	Elect Director Ernest E. Maddock	For	For	For	For	Votes AGAINST William Schumann III are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Avnet, Inc.	18-Nov-21	Management	9	Yes	Elect Director Avid Modjtabei	For	For	For	For	Votes AGAINST William Schumann III are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Avnet, Inc.	18-Nov-21	Management	10	Yes	Elect Director Adalio T. Sanchez	For	For	For	For	Votes AGAINST William Schumann III are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Avnet, Inc.	18-Nov-21	Management	11	Yes	Elect Director William H. Schumann, III	For	For	Against	Against	Votes AGAINST William Schumann III are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Avnet, Inc.	18-Nov-21	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Avnet, Inc.	18-Nov-21	Management	13	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Avnet, Inc.	18-Nov-21	Management	14	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Bill.com Holdings, Inc.	09-Dec-21	Management	1	Yes	Elect Director Allison Mnookin	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Allison Mnookin, Steven Piaker, and Rory O'Driscoll given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.A vote FOR Steve Fisher is warranted.
Bill.com Holdings, Inc.	09-Dec-21	Management	2	Yes	Elect Director Steven Piaker	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Allison Mnookin, Steven Piaker, and Rory O'Driscoll given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.A vote FOR Steve Fisher is warranted.
Bill.com Holdings, Inc.	09-Dec-21	Management	3	Yes	Elect Director Rory O'Driscoll	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Allison Mnookin, Steven Piaker, and Rory O'Driscoll given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.A vote FOR Steve Fisher is warranted.
Bill.com Holdings, Inc.	09-Dec-21	Management	4	Yes	Elect Director Steve Fisher	For	For	For	For	WITHHOLD votes are warranted for director nominees Allison Mnookin, Steven Piaker, and Rory O'Driscoll given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.A vote FOR Steve Fisher is warranted.
Bill.com Holdings, Inc.	09-Dec-21	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Bill.com Holdings, Inc.	09-Dec-21	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Bill.com Holdings, Inc.	09-Dec-21	Management	7	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Bio-Techne Corporation	28-Oct-21	Management	1	Yes	Fix Number of Directors at Nine	For	For	For	For	A vote FOR this proposal is warranted as the proposed change is minor and is not motivated by a desire to entrench management.
Bio-Techne Corporation	28-Oct-21	Management	2	Yes	Elect Director Robert V. Baumgartner	For	For	Against	Against	Votes AGAINST non-independent nominees Robert (Bob) Baumgartner, Charles (Chuck) Kummeth, John Higgins, Roeland Nusse and Randolph Steer are warranted for lack of a majority independent board.Votes AGAINST Robert (Bob) Baumgartner, John Higgins and Randolph Steer are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is
Bio-Techne Corporation	28-Oct-21	Management	3	Yes	Elect Director Julie L. Bushman	For	For	For	For	Votes AGAINST non-independent nominees Robert (Bob) Baumgartner, Charles (Chuck) Kummeth, John Higgins, Roeland Nusse and Randolph Steer are warranted for lack of a majority independent board.Votes AGAINST Robert (Bob) Baumgartner, John Higgins and Randolph Steer are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is
Bio-Techne Corporation	28-Oct-21	Management	4	Yes	Elect Director John L. Higgins	For	For	Against	Against	Votes AGAINST non-independent nominees Robert (Bob) Baumgartner, Charles (Chuck) Kummeth, John Higgins, Roeland Nusse and Randolph Steer are warranted for lack of a majority independent board.Votes AGAINST Robert (Bob) Baumgartner, John Higgins and Randolph Steer are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is
Bio-Techne Corporation	28-Oct-21	Management	5	Yes	Elect Director Joseph D. Keegan	For	For	For	For	Votes AGAINST non-independent nominees Robert (Bob) Baumgartner, Charles (Chuck) Kummeth, John Higgins, Roeland Nusse and Randolph Steer are warranted for lack of a majority independent board.Votes AGAINST Robert (Bob) Baumgartner, John Higgins and Randolph Steer are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is
Bio-Techne Corporation	28-Oct-21	Management	6	Yes	Elect Director Charles R. Kummeth	For	For	Against	Against	Votes AGAINST non-independent nominees Robert (Bob) Baumgartner, Charles (Chuck) Kummeth, John Higgins, Roeland Nusse and Randolph Steer are warranted for lack of a majority independent board.Votes AGAINST Robert (Bob) Baumgartner, John Higgins and Randolph Steer are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is
Bio-Techne Corporation	28-Oct-21	Management	7	Yes	Elect Director Roeland Nusse	For	For	Against	Against	Votes AGAINST non-independent nominees Robert (Bob) Baumgartner, Charles (Chuck) Kummeth, John Higgins, Roeland Nusse and Randolph Steer are warranted for lack of a majority independent board.Votes AGAINST Robert (Bob) Baumgartner, John Higgins and Randolph Steer are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is
Bio-Techne Corporation	28-Oct-21	Management	8	Yes	Elect Director Alpna Seth	For	For	For	For	Votes AGAINST non-independent nominees Robert (Bob) Baumgartner, Charles (Chuck) Kummeth, John Higgins, Roeland Nusse and Randolph Steer are warranted for lack of a majority independent board.Votes AGAINST Robert (Bob) Baumgartner, John Higgins and Randolph Steer are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is
Bio-Techne Corporation	28-Oct-21	Management	9	Yes	Elect Director Randolph Steer	For	For	Against	Against	Votes AGAINST non-independent nominees Robert (Bob) Baumgartner, Charles (Chuck) Kummeth, John Higgins, Roeland Nusse and Randolph Steer are warranted for lack of a majority independent board.Votes AGAINST Robert (Bob) Baumgartner, John Higgins and Randolph Steer are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is

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Bio-Techne Corporation	28-Oct-21	Management	10	Yes	Elect Director Rupert Vessey	For	For	For	For	Votes AGAINST non-independent nominees Robert (Bob) Baumgartner, Charles (Chuck) Kummeth, John Higgins, Roeland Nusse and Randolph Steer are warranted for lack of a majority independent board.Votes AGAINST Robert (Bob) Baumgartner, John Higgins and Randolph Steer are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is
Bio-Techne Corporation	28-Oct-21	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. The CEO's base salary and target bonus opportunity are both somewhat high relative to peers. The CEO's target annual equity grant was also excessive, valued higher than the median total pay for the company's peer group CEOs. Furthermore, the LTI program utilizes the same performance metrics as the annual bonus, measured over a one-year period. Finally, the company granted a supplemental equity award to executives in light of pandemic-related factors. This comes only one year after the company adjusted the annual bonus to provide for above-target payouts when the FY20 annual bonus would otherwise be unearned. The consecutive years of compensation committee intervention in the
Bio-Techne Corporation	28-Oct-21	Management	12	Yes	Ratify KPMG, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Broadridge Financial Solutions, Inc.	18-Nov-21	Management	1	Yes	Elect Director Leslie A. Brun	For	For	For	For	Votes AGAINST Robert Duetks and Thomas (Tom) Perna are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Broadridge Financial Solutions, Inc.	18-Nov-21	Management	2	Yes	Elect Director Pamela L. Carter	For	For	For	For	Votes AGAINST Robert Duetks and Thomas (Tom) Perna are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Broadridge Financial Solutions, Inc.	18-Nov-21	Management	3	Yes	Elect Director Richard J. Daly	For	For	For	For	Votes AGAINST Robert Duetks and Thomas (Tom) Perna are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Broadridge Financial Solutions, Inc.	18-Nov-21	Management	4	Yes	Elect Director Robert N. Duetks	For	For	Against	Against	Votes AGAINST Robert Duetks and Thomas (Tom) Perna are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Broadridge Financial Solutions, Inc.	18-Nov-21	Management	5	Yes	Elect Director Melvin L. Flowers	For	For	For	For	Votes AGAINST Robert Duetks and Thomas (Tom) Perna are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Broadridge Financial Solutions, Inc.	18-Nov-21	Management	6	Yes	Elect Director Timothy C. Gokey	For	For	For	For	Votes AGAINST Robert Duetks and Thomas (Tom) Perna are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Broadridge Financial Solutions, Inc.	18-Nov-21	Management	7	Yes	Elect Director Brett A. Keller	For	For	For	For	Votes AGAINST Robert Duetks and Thomas (Tom) Perna are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Broadridge Financial Solutions, Inc.	18-Nov-21	Management	8	Yes	Elect Director Maura A. Markus	For	For	For	For	Votes AGAINST Robert Duetks and Thomas (Tom) Perna are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Broadridge Financial Solutions, Inc.	18-Nov-21	Management	9	Yes	Elect Director Annette L. Nazareth	For	For	For	For	Votes AGAINST Robert Duetks and Thomas (Tom) Perna are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Broadridge Financial Solutions, Inc.	18-Nov-21	Management	10	Yes	Elect Director Thomas J. Perna	For	For	Against	Against	Votes AGAINST Robert Duetks and Thomas (Tom) Perna are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Broadridge Financial Solutions, Inc.	18-Nov-21	Management	11	Yes	Elect Director Amit K. Zavery	For	For	For	For	Votes AGAINST Robert Duetks and Thomas (Tom) Perna are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Broadridge Financial Solutions, Inc.	18-Nov-21	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned at this time.
Broadridge Financial Solutions, Inc.	18-Nov-21	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
C3.ai, Inc.	06-Oct-21	Management	1	Yes	Elect Director Patricia A. House	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas Siebel, Patricia House, and Sosale Shankara Sastry are warranted for lack of a majority independent board.WITHHOLD votes for Thomas Siebel and Patricia House are also warranted for serving as non-independent members of certain key board committees.WITHHOLD votes for Thomas Siebel, Patricia House, and Sosale Shankara Sastry are further warranted given the board's failure to remove, or subject to a sunset requirement, the classified board, the problematic capital structure, and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.In the absence of a say-on-pay proposal, WITHHOLD votes are further warranted for Patricia House, the lone compensation committee member on ballot, due to an unmitigated pay-for-performance
C3.ai, Inc.	06-Oct-21	Management	2	Yes	Elect Director S. Shankar Sastry	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas Siebel, Patricia House, and Sosale Shankara Sastry are warranted for lack of a majority independent board.WITHHOLD votes for Thomas Siebel and Patricia House are also warranted for serving as non-independent members of certain key board committees.WITHHOLD votes for Thomas Siebel, Patricia House, and Sosale Shankara Sastry are further warranted given the board's failure to remove, or subject to a sunset requirement, the classified board, the problematic capital structure, and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.In the absence of a say-on-pay proposal, WITHHOLD votes are further warranted for Patricia House, the lone compensation committee member on ballot, due to an unmitigated pay-for-performance

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C3.ai, Inc.	06-Oct-21	Management	3	Yes	Elect Director Thomas M. Siebel	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas Siebel, Patricia House, and Sosale Shankara Sastry are warranted for lack of a majority independent board.WITHHOLD votes for Thomas Siebel and Patricia House are also warranted for serving as non-independent members of certain key board committees.WITHHOLD votes for Thomas Siebel, Patricia House, and Sosale Shankara Sastry are further warranted given the board's failure to remove, or subject to a sunset requirement, the classified board, the problematic capital structure, and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.In the absence of a say-on-pay proposal, WITHHOLD votes are further warranted for Patricia House, the lone compensation committee member on ballot, due to an unmitigated pay-for-performance
C3.ai, Inc.	06-Oct-21	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Cabot Oil & Gas Corporation	29-Sep-21	Management	1	Yes	Issue Shares in Connection with Merger	For	For	For	For	Although the initial market reaction was negative, shares have since outperformed the benchmark index and there may be downside risk of non-approval. In consideration of the expected increase in capital return, greater diversification of hydrocarbons and geography, and cost synergies, a vote FOR the merger is warranted.
Cabot Oil & Gas Corporation	29-Sep-21	Management	2	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted as the size of the proposed increase in authorized common shares is within recommended limits.
CACI International Inc	11-Nov-21	Management	1	Yes	Elect Director Michael A. Daniels	For	For	For	For	Votes AGAINST Gregory Johnson, James Pavitt and William Wallace are also warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
CACI International Inc	11-Nov-21	Management	2	Yes	Elect Director Lisa S. Disbrow	For	For	For	For	Votes AGAINST Gregory Johnson, James Pavitt and William Wallace are also warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
CACI International Inc	11-Nov-21	Management	3	Yes	Elect Director Susan M. Gordon	For	For	For	For	Votes AGAINST Gregory Johnson, James Pavitt and William Wallace are also warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
CACI International Inc	11-Nov-21	Management	4	Yes	Elect Director William L. Jews	For	For	For	For	Votes AGAINST Gregory Johnson, James Pavitt and William Wallace are also warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
CACI International Inc	11-Nov-21	Management	5	Yes	Elect Director Gregory G. Johnson	For	For	Against	Against	Votes AGAINST Gregory Johnson, James Pavitt and William Wallace are also warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
CACI International Inc	11-Nov-21	Management	6	Yes	Elect Director Ryan D. McCarthy	For	For	For	For	Votes AGAINST Gregory Johnson, James Pavitt and William Wallace are also warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
CACI International Inc	11-Nov-21	Management	7	Yes	Elect Director John S. Mengucci	For	For	For	For	Votes AGAINST Gregory Johnson, James Pavitt and William Wallace are also warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
CACI International Inc	11-Nov-21	Management	8	Yes	Elect Director Philip O. Nolan	For	For	For	For	Votes AGAINST Gregory Johnson, James Pavitt and William Wallace are also warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
CACI International Inc	11-Nov-21	Management	9	Yes	Elect Director James L. Pavitt	For	For	Against	Against	Votes AGAINST Gregory Johnson, James Pavitt and William Wallace are also warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
CACI International Inc	11-Nov-21	Management	10	Yes	Elect Director Debora A. Plunkett	For	For	For	For	Votes AGAINST Gregory Johnson, James Pavitt and William Wallace are also warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
CACI International Inc	11-Nov-21	Management	11	Yes	Elect Director William S. Wallace	For	For	Against	Against	Votes AGAINST Gregory Johnson, James Pavitt and William Wallace are also warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
CACI International Inc	11-Nov-21	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
CACI International Inc	11-Nov-21	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because:" the non-auditing consulting fees represent more than 25 percent of total fees paid; and" the auditor's tenure at the company exceeds seven years.Taft Hartley Note
Campbell Soup Company	01-Dec-21	Management	1	Yes	Elect Director Fabiola R. Arredondo	For	For	Against	Against	Votes AGAINST Bennett Dorrance, Mary Alice Malone, and Archbold van Beuren are warranted for serving as non-independent members of a key board committee.Votes AGAINST Audit Committee members Fabiola Arredondo, Howard Averill, Maria Teresa (Tessa) Hilado, Sarah Hofstetter, and Archbold van Beuren are warranted due to the significant pledging activity at the company, which represents a material risk to shareholders and calls into question the committee's oversight of risk.A vote FOR the remaining director nominees is warranted.
Campbell Soup Company	01-Dec-21	Management	2	Yes	Elect Director Howard M. Averill	For	For	Against	Against	Votes AGAINST Bennett Dorrance, Mary Alice Malone, and Archbold van Beuren are warranted for serving as non-independent members of a key board committee.Votes AGAINST Audit Committee members Fabiola Arredondo, Howard Averill, Maria Teresa (Tessa) Hilado, Sarah Hofstetter, and Archbold van Beuren are warranted due to the significant pledging activity at the company, which represents a material risk to shareholders and calls into question the committee's oversight of risk.A vote FOR the remaining director nominees is warranted.

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Campbell Soup Company	01-Dec-21	Management	3	Yes	Elect Director John P. (JP) Bilbrey	For	For	For	For	Votes AGAINST Bennett Dorrance, Mary Alice Malone, and Archbold van Beuren are warranted for serving as non-independent members of a key board committee.Votes AGAINST Audit Committee members Fabiola Arredondo, Howard Averill, Maria Teresa (Tessa) Hilado, Sarah Hofstetter, and Archbold van Beuren are warranted due to the significant pledging activity at the company, which represents a material risk to shareholders and calls into question the committee's oversight of risk.A vote FOR the remaining director nominees is warranted.
Campbell Soup Company	01-Dec-21	Management	4	Yes	Elect Director Mark A. Clouse	For	For	For	For	Votes AGAINST Bennett Dorrance, Mary Alice Malone, and Archbold van Beuren are warranted for serving as non-independent members of a key board committee.Votes AGAINST Audit Committee members Fabiola Arredondo, Howard Averill, Maria Teresa (Tessa) Hilado, Sarah Hofstetter, and Archbold van Beuren are warranted due to the significant pledging activity at the company, which represents a material risk to shareholders and calls into question the committee's oversight of risk.A vote FOR the remaining director nominees is warranted.
Campbell Soup Company	01-Dec-21	Management	5	Yes	Elect Director Bennett Dorrance	For	For	Against	Against	Votes AGAINST Bennett Dorrance, Mary Alice Malone, and Archbold van Beuren are warranted for serving as non-independent members of a key board committee.Votes AGAINST Audit Committee members Fabiola Arredondo, Howard Averill, Maria Teresa (Tessa) Hilado, Sarah Hofstetter, and Archbold van Beuren are warranted due to the significant pledging activity at the company, which represents a material risk to shareholders and calls into question the committee's oversight of risk.A vote FOR the remaining director nominees is warranted.
Campbell Soup Company	01-Dec-21	Management	6	Yes	Elect Director Maria Teresa (Tessa) Hilado	For	For	Against	Against	Votes AGAINST Bennett Dorrance, Mary Alice Malone, and Archbold van Beuren are warranted for serving as non-independent members of a key board committee.Votes AGAINST Audit Committee members Fabiola Arredondo, Howard Averill, Maria Teresa (Tessa) Hilado, Sarah Hofstetter, and Archbold van Beuren are warranted due to the significant pledging activity at the company, which represents a material risk to shareholders and calls into question the committee's oversight of risk.A vote FOR the remaining director nominees is warranted.
Campbell Soup Company	01-Dec-21	Management	7	Yes	Elect Director Grant H. Hill	For	For	For	For	Votes AGAINST Bennett Dorrance, Mary Alice Malone, and Archbold van Beuren are warranted for serving as non-independent members of a key board committee.Votes AGAINST Audit Committee members Fabiola Arredondo, Howard Averill, Maria Teresa (Tessa) Hilado, Sarah Hofstetter, and Archbold van Beuren are warranted due to the significant pledging activity at the company, which represents a material risk to shareholders and calls into question the committee's oversight of risk.A vote FOR the remaining director nominees is warranted.
Campbell Soup Company	01-Dec-21	Management	8	Yes	Elect Director Sarah Hofstetter	For	For	Against	Against	Votes AGAINST Bennett Dorrance, Mary Alice Malone, and Archbold van Beuren are warranted for serving as non-independent members of a key board committee.Votes AGAINST Audit Committee members Fabiola Arredondo, Howard Averill, Maria Teresa (Tessa) Hilado, Sarah Hofstetter, and Archbold van Beuren are warranted due to the significant pledging activity at the company, which represents a material risk to shareholders and calls into question the committee's oversight of risk.A vote FOR the remaining director nominees is warranted.
Campbell Soup Company	01-Dec-21	Management	9	Yes	Elect Director Marc B. Lautenbach	For	For	For	For	Votes AGAINST Bennett Dorrance, Mary Alice Malone, and Archbold van Beuren are warranted for serving as non-independent members of a key board committee.Votes AGAINST Audit Committee members Fabiola Arredondo, Howard Averill, Maria Teresa (Tessa) Hilado, Sarah Hofstetter, and Archbold van Beuren are warranted due to the significant pledging activity at the company, which represents a material risk to shareholders and calls into question the committee's oversight of risk.A vote FOR the remaining director nominees is warranted.
Campbell Soup Company	01-Dec-21	Management	10	Yes	Elect Director Mary Alice Dorrance Malone	For	For	Against	Against	Votes AGAINST Bennett Dorrance, Mary Alice Malone, and Archbold van Beuren are warranted for serving as non-independent members of a key board committee.Votes AGAINST Audit Committee members Fabiola Arredondo, Howard Averill, Maria Teresa (Tessa) Hilado, Sarah Hofstetter, and Archbold van Beuren are warranted due to the significant pledging activity at the company, which represents a material risk to shareholders and calls into question the committee's oversight of risk.A vote FOR the remaining director nominees is warranted.
Campbell Soup Company	01-Dec-21	Management	11	Yes	Elect Director Keith R. McLoughlin	For	For	For	For	Votes AGAINST Bennett Dorrance, Mary Alice Malone, and Archbold van Beuren are warranted for serving as non-independent members of a key board committee.Votes AGAINST Audit Committee members Fabiola Arredondo, Howard Averill, Maria Teresa (Tessa) Hilado, Sarah Hofstetter, and Archbold van Beuren are warranted due to the significant pledging activity at the company, which represents a material risk to shareholders and calls into question the committee's oversight of risk.A vote FOR the remaining director nominees is warranted.
Campbell Soup Company	01-Dec-21	Management	12	Yes	Elect Director Kurt T. Schmidt	For	For	For	For	Votes AGAINST Bennett Dorrance, Mary Alice Malone, and Archbold van Beuren are warranted for serving as non-independent members of a key board committee.Votes AGAINST Audit Committee members Fabiola Arredondo, Howard Averill, Maria Teresa (Tessa) Hilado, Sarah Hofstetter, and Archbold van Beuren are warranted due to the significant pledging activity at the company, which represents a material risk to shareholders and calls into question the committee's oversight of risk.A vote FOR the remaining director nominees is warranted.

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Campbell Soup Company	01-Dec-21	Management	13	Yes	Elect Director Archbold D. van Beuren	For	For	Against	Against	Votes AGAINST Bennett Dorrance, Mary Alice Malone, and Archbold van Beuren are warranted for serving as non-independent members of a key board committee.Votes AGAINST Audit Committee members Fabiola Arredondo, Howard Averill, Maria Teresa (Tessa) Hilado, Sarah Hofstetter, and Archbold van Beuren are warranted due to the significant pledging activity at the company, which represents a material risk to shareholders and calls into question the committee's oversight of risk.A vote FOR the remaining director nominees is warranted.
Campbell Soup Company	01-Dec-21	Management	14	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Campbell Soup Company	01-Dec-21	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided a significant gross-ups related to relocation benefits of an executive.
Campbell Soup Company	01-Dec-21	Shareholder	16	Yes	Adopt Simple Majority Vote	Against	For	For	For	A vote FOR this proposal is warranted given that elimination of the supermajority vote requirement would enhance shareholder rights.
Campbell Soup Company	01-Dec-21	Shareholder	17	Yes	Allow Shareholder Meetings to be Held in Virtual Format	Against	For	For	For	A vote FOR this proposal is warranted. The proposal would allow the company the flexibility to extend its policy which provides for hybrid annual shareholder meetings to include special shareholder meetings, ensuring shareholders have a means to attend shareholder meetings in circumstances where in-person attendance is limited or not permitted, without eliminating in-person attendance.
Cardinal Health, Inc.	05-Nov-21	Management	1	Yes	Elect Director Carrie S. Cox	For	For	Against	Against	Votes AGAINST Gregory Kenny, Carrie Cox, and Bruce Downey are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Cardinal Health, Inc.	05-Nov-21	Management	2	Yes	Elect Director Bruce L. Downey	For	For	Against	Against	Votes AGAINST Gregory Kenny, Carrie Cox, and Bruce Downey are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Cardinal Health, Inc.	05-Nov-21	Management	3	Yes	Elect Director Sheri H. Edison	For	For	For	For	Votes AGAINST Gregory Kenny, Carrie Cox, and Bruce Downey are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Cardinal Health, Inc.	05-Nov-21	Management	4	Yes	Elect Director David C. Evans	For	For	For	For	Votes AGAINST Gregory Kenny, Carrie Cox, and Bruce Downey are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Cardinal Health, Inc.	05-Nov-21	Management	5	Yes	Elect Director Patricia A. Hemingway Hall	For	For	For	For	Votes AGAINST Gregory Kenny, Carrie Cox, and Bruce Downey are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Cardinal Health, Inc.	05-Nov-21	Management	6	Yes	Elect Director Akhil Johri	For	For	For	For	Votes AGAINST Gregory Kenny, Carrie Cox, and Bruce Downey are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Cardinal Health, Inc.	05-Nov-21	Management	7	Yes	Elect Director Michael C. Kaufmann	For	For	For	For	Votes AGAINST Gregory Kenny, Carrie Cox, and Bruce Downey are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Cardinal Health, Inc.	05-Nov-21	Management	8	Yes	Elect Director Gregory B. Kenny	For	For	Against	Against	Votes AGAINST Gregory Kenny, Carrie Cox, and Bruce Downey are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Cardinal Health, Inc.	05-Nov-21	Management	9	Yes	Elect Director Nancy Killefer	For	For	For	For	Votes AGAINST Gregory Kenny, Carrie Cox, and Bruce Downey are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Cardinal Health, Inc.	05-Nov-21	Management	10	Yes	Elect Director Dean A. Scarborough	For	For	For	For	Votes AGAINST Gregory Kenny, Carrie Cox, and Bruce Downey are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Cardinal Health, Inc.	05-Nov-21	Management	11	Yes	Elect Director John H. Weiland	For	For	For	For	Votes AGAINST Gregory Kenny, Carrie Cox, and Bruce Downey are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Cardinal Health, Inc.	05-Nov-21	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Cardinal Health, Inc.	05-Nov-21	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted, with caution. After receiving relatively low support for last year's proposal, the company engaged with investors to understand their concerns and made meaningful changes to compensation practices and related disclosures. After receiving feedback that investors sought more disclosure and transparency related to the committee's consideration of opioid litigation accruals in 2020 compensation determinations, the company provided greater disclosure this year regarding 2021 pay decisions. In addition, among other actions, the committee applied negative discretion to significantly reduce annual incentive payouts in recognition of the impact of the opioid litigation on the company and shareholders. Continued monitoring is warranted, however, as it is unclear how the company may respond to any additional opioid settlement charges going forward.
Cardinal Health, Inc.	05-Nov-21	Management	14	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Cardinal Health, Inc.	05-Nov-21	Management	15	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	For	For	For	For	A vote FOR this proposal is warranted. The proposed reduction of the ownership threshold to call special meetings from 15 percent to 10 percent would enhance the rights of shareholders, and the likelihood of abuse would remain limited given the company's ownership structure.
Cardinal Health, Inc.	05-Nov-21	Shareholder	16	Yes	Require Independent Board Chair	Against	Against	For	For	A vote FOR this proposal is warranted as shareholders would benefit from a policy requiring more independent oversight of management in the form of an independent chairman.
Catalent, Inc.	28-Oct-21	Management	1	Yes	Elect Director Madhavan "Madhu" Balachandran	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Catalent, Inc.	28-Oct-21	Management	2	Yes	Elect Director Michael J. Barber	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Catalent, Inc.	28-Oct-21	Management	3	Yes	Elect Director J. Martin Carroll	For	For	For	For	A vote FOR the remaining director nominees is warranted.

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Catalent, Inc.	28-Oct-21	Management	4	Yes	Elect Director John Chiminski	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Catalent, Inc.	28-Oct-21	Management	5	Yes	Elect Director Rolf Classon	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Catalent, Inc.	28-Oct-21	Management	6	Yes	Elect Director Rosemary A. Crane	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Catalent, Inc.	28-Oct-21	Management	7	Yes	Elect Director John J. Greisch	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Catalent, Inc.	28-Oct-21	Management	8	Yes	Elect Director Christa Kreuzburg	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Catalent, Inc.	28-Oct-21	Management	9	Yes	Elect Director Gregory T. Lucier	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Catalent, Inc.	28-Oct-21	Management	10	Yes	Elect Director Donald E. Morel, Jr.	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Catalent, Inc.	28-Oct-21	Management	11	Yes	Elect Director Jack Stahl	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Catalent, Inc.	28-Oct-21	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Catalent, Inc.	28-Oct-21	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual incentives are primarily performance-based, and long-term equity awards are targeted to be half performance-based and rely on multi-year performance periods.
Catalent, Inc.	28-Oct-21	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote FOR the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Catalent, Inc.	28-Oct-21	Management	15	Yes	Provide Right to Call Special Meeting	For	For	For	For	A vote FOR this proposal is warranted. As the company does not currently provide shareholders with the ability to call special meetings, this would represent an enhancement to shareholders' rights.
Catalent, Inc.	28-Oct-21	Management	16	Yes	Amend Certificate of Incorporation to Add Federal Forum Selection	For	For	Against	Against	A vote AGAINST this proposal is warranted as exclusive forum provisions have the potential to deprive shareholders of the flexibility to choose the forum in which to file claims and as such cannot be supported under Public Fund Advisory Services policy.
Catalent, Inc.	28-Oct-21	Management	17	Yes	Amend Articles	For	For	For	For	A vote FOR this proposal is warranted. Eliminating the 66.67 percent supermajority voting requirements will enable shareholders to have a meaningful voice in various board and corporate transactions that impact their rights, thus enhancing the company's corporate governance structure.
CDK Global, Inc.	11-Nov-21	Management	1	Yes	Elect Director Leslie A. Brun	For	For	For	For	A vote FOR all director nominees is warranted.
CDK Global, Inc.	11-Nov-21	Management	2	Yes	Elect Director Willie A. Deese	For	For	For	For	A vote FOR all director nominees is warranted.
CDK Global, Inc.	11-Nov-21	Management	3	Yes	Elect Director Amy J. Hillman	For	For	For	For	A vote FOR all director nominees is warranted.
CDK Global, Inc.	11-Nov-21	Management	4	Yes	Elect Director Brian M. Krzanich	For	For	For	For	A vote FOR all director nominees is warranted.
CDK Global, Inc.	11-Nov-21	Management	5	Yes	Elect Director Stephen A. Miles	For	For	For	For	A vote FOR all director nominees is warranted.
CDK Global, Inc.	11-Nov-21	Management	6	Yes	Elect Director Robert E. Radway	For	For	For	For	A vote FOR all director nominees is warranted.
CDK Global, Inc.	11-Nov-21	Management	7	Yes	Elect Director Stephen F. Schucklenbrock	For	For	For	For	A vote FOR all director nominees is warranted.
CDK Global, Inc.	11-Nov-21	Management	8	Yes	Elect Director Frank S. Sowinski	For	For	For	For	A vote FOR all director nominees is warranted.
CDK Global, Inc.	11-Nov-21	Management	9	Yes	Elect Director Eileen J. Voynick	For	For	For	For	A vote FOR all director nominees is warranted.
CDK Global, Inc.	11-Nov-21	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
CDK Global, Inc.	11-Nov-21	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
CDK Global, Inc.	11-Nov-21	Management	12	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
CDK Global, Inc.	11-Nov-21	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Chubb Limited	03-Nov-21	Management	1	Yes	Ratify Share Repurchase Program	For	For	For	For	A vote FOR the proposed share repurchase program is warranted.
Chubb Limited	03-Nov-21	Management	2	Yes	Approve CHF 349,339,410 Reduction in Share Capital via Cancellation	For	For	For	For	A vote FOR the proposed share capital reduction is warranted.
Chubb Limited	03-Nov-21	Management	3	Yes	Transact Other Business (Voting)	For	Against	Against	Against	A vote AGAINST this proposal is warranted, as proposals which are detrimental to shareholder value may arise without shareholders having the opportunity to make a fully informed vote on the issue.
Cimarex Energy Co.	29-Sep-21	Management	1	Yes	Approve Merger Agreement	For	For	For	For	In consideration of the capital return plan, the improvement over time in the proportionality of the ownership split to the companies' contributions, and the downside risk of rejecting the merger, a cautionary vote FOR the transaction is warranted.
Cimarex Energy Co.	29-Sep-21	Management	2	Yes	Amend Charter to Give Holders of Preferred Stock the Right to Veto	For	For	For	For	A vote FOR this proposal is warranted because it is required to complete the underlying transaction, which warrants cautionary support.
Cimarex Energy Co.	29-Sep-21	Management	3	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Although certain NEO's outstanding equity awards are subject to single trigger vesting, the CEO's equity awards are converted into acquirer's time-based awards, subject to double-trigger vesting. Additionally, cash severance is double trigger and reasonably based, and no excise tax gross-ups are provided.
Cintas Corporation	26-Oct-21	Management	1	Yes	Elect Director Gerald S. Adolph	For	For	Against	Against	Votes AGAINST non-independent nominees Scott Farmer, Todd Schneider, Joseph Scaminace, Gerald Adolph, Robert (Bob) Coletti, and Ronald Tysoe are warranted for lack of a majority independent board.Votes AGAINST Joseph Scaminace, Gerald Adolph, and Ronald Tysoe are also warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director
Cintas Corporation	26-Oct-21	Management	2	Yes	Elect Director John F. Barrett	For	For	For	For	Votes AGAINST non-independent nominees Scott Farmer, Todd Schneider, Joseph Scaminace, Gerald Adolph, Robert (Bob) Coletti, and Ronald Tysoe are warranted for lack of a majority independent board.Votes AGAINST Joseph Scaminace, Gerald Adolph, and Ronald Tysoe are also warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director
Cintas Corporation	26-Oct-21	Management	3	Yes	Elect Director Melanie W. Barstad	For	For	For	For	Votes AGAINST non-independent nominees Scott Farmer, Todd Schneider, Joseph Scaminace, Gerald Adolph, Robert (Bob) Coletti, and Ronald Tysoe are warranted for lack of a majority independent board.Votes AGAINST Joseph Scaminace, Gerald Adolph, and Ronald Tysoe are also warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director

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Cintas Corporation	26-Oct-21	Management	4	Yes	Elect Director Karen L. Carnahan	For	For	For	For	Votes AGAINST non-independent nominees Scott Farmer, Todd Schneider, Joseph Scaminace, Gerald Adolph, Robert (Bob) Coletti, and Ronald Tysoe are warranted for lack of a majority independent board.Votes AGAINST Joseph Scaminace, Gerald Adolph, and Ronald Tysoe are also warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director
Cintas Corporation	26-Oct-21	Management	5	Yes	Elect Director Robert E. Coletti	For	For	Against	Against	Votes AGAINST non-independent nominees Scott Farmer, Todd Schneider, Joseph Scaminace, Gerald Adolph, Robert (Bob) Coletti, and Ronald Tysoe are warranted for lack of a majority independent board.Votes AGAINST Joseph Scaminace, Gerald Adolph, and Ronald Tysoe are also warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director
Cintas Corporation	26-Oct-21	Management	6	Yes	Elect Director Scott D. Farmer	For	For	Against	Against	Votes AGAINST non-independent nominees Scott Farmer, Todd Schneider, Joseph Scaminace, Gerald Adolph, Robert (Bob) Coletti, and Ronald Tysoe are warranted for lack of a majority independent board.Votes AGAINST Joseph Scaminace, Gerald Adolph, and Ronald Tysoe are also warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director
Cintas Corporation	26-Oct-21	Management	7	Yes	Elect Director Joseph Scaminace	For	For	Against	Against	Votes AGAINST non-independent nominees Scott Farmer, Todd Schneider, Joseph Scaminace, Gerald Adolph, Robert (Bob) Coletti, and Ronald Tysoe are warranted for lack of a majority independent board.Votes AGAINST Joseph Scaminace, Gerald Adolph, and Ronald Tysoe are also warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director
Cintas Corporation	26-Oct-21	Management	8	Yes	Elect Director Todd M. Schneider	For	For	Against	Against	Votes AGAINST non-independent nominees Scott Farmer, Todd Schneider, Joseph Scaminace, Gerald Adolph, Robert (Bob) Coletti, and Ronald Tysoe are warranted for lack of a majority independent board.Votes AGAINST Joseph Scaminace, Gerald Adolph, and Ronald Tysoe are also warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director
Cintas Corporation	26-Oct-21	Management	9	Yes	Elect Director Ronald W. Tysoe	For	For	Against	Against	Votes AGAINST non-independent nominees Scott Farmer, Todd Schneider, Joseph Scaminace, Gerald Adolph, Robert (Bob) Coletti, and Ronald Tysoe are warranted for lack of a majority independent board.Votes AGAINST Joseph Scaminace, Gerald Adolph, and Ronald Tysoe are also warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director
Cintas Corporation	26-Oct-21	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Although long-term incentives utilize the same metric goals as the short-term incentive plan, long-term equity awards were entirely performance-based for the CEO. In addition, the metrics used were financial metrics tied to company performance.
Cintas Corporation	26-Oct-21	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Cintas Corporation	26-Oct-21	Shareholder	12	Yes	Eliminate Supermajority Vote Requirement	Against	For	For	For	A vote FOR this proposal is warranted given that elimination of the supermajority vote requirement enhances shareholder rights.
Cisco Systems, Inc.	13-Dec-21	Management	1	Yes	Elect Director M. Michele Burns	For	For	Against	Against	Votes AGAINST Michael (Mike) Capellas, M. Michele Burns and Roderick (Rod) McGeary are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Cisco Systems, Inc.	13-Dec-21	Management	2	Yes	Elect Director Wesley G. Bush	For	For	For	For	Votes AGAINST Michael (Mike) Capellas, M. Michele Burns and Roderick (Rod) McGeary are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Cisco Systems, Inc.	13-Dec-21	Management	3	Yes	Elect Director Michael D. Capellas	For	For	Against	Against	Votes AGAINST Michael (Mike) Capellas, M. Michele Burns and Roderick (Rod) McGeary are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Cisco Systems, Inc.	13-Dec-21	Management	4	Yes	Elect Director Mark Garrett	For	For	For	For	Votes AGAINST Michael (Mike) Capellas, M. Michele Burns and Roderick (Rod) McGeary are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Cisco Systems, Inc.	13-Dec-21	Management	5	Yes	Elect Director John D. Harris, II	For	For	For	For	Votes AGAINST Michael (Mike) Capellas, M. Michele Burns and Roderick (Rod) McGeary are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Cisco Systems, Inc.	13-Dec-21	Management	6	Yes	Elect Director Kristina M. Johnson	For	For	For	For	Votes AGAINST Michael (Mike) Capellas, M. Michele Burns and Roderick (Rod) McGeary are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Cisco Systems, Inc.	13-Dec-21	Management	7	Yes	Elect Director Roderick C. McGeary	For	For	Against	Against	Votes AGAINST Michael (Mike) Capellas, M. Michele Burns and Roderick (Rod) McGeary are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Cisco Systems, Inc.	13-Dec-21	Management	8	Yes	Elect Director Charles H. Robbins	For	For	For	For	Votes AGAINST Michael (Mike) Capellas, M. Michele Burns and Roderick (Rod) McGeary are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Cisco Systems, Inc.	13-Dec-21	Management	9	Yes	Elect Director Brenton L. Saunders	For	For	For	For	Votes AGAINST Michael (Mike) Capellas, M. Michele Burns and Roderick (Rod) McGeary are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Cisco Systems, Inc.	13-Dec-21	Management	10	Yes	Elect Director Lisa T. Su	For	For	For	For	Votes AGAINST Michael (Mike) Capellas, M. Michele Burns and Roderick (Rod) McGeary are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Cisco Systems, Inc.	13-Dec-21	Management	11	Yes	Elect Director Marianna Tessel	For	For	For	For	Votes AGAINST Michael (Mike) Capellas, M. Michele Burns and Roderick (Rod) McGeary are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.

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Cisco Systems, Inc.	13-Dec-21	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are relatively aligned for the year in review. The majority of the long-term incentive program remains performance-based and the majority of annual incentives for the year in review were based on financial goals, indicating an alignment between CEO pay and company performance. Moreover, performance equity utilizes a multi-year measurement period.
Cisco Systems, Inc.	13-Dec-21	Management	13	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Cisco Systems, Inc.	13-Dec-21	Shareholder	14	Yes	Amend Proxy Access Right	Against	For	For	For	A vote FOR this proposal is warranted as it would enhance the company's proxy access right for shareholders while maintaining safeguards in the nomination process.
Conagra Brands, Inc.	15-Sep-21	Management	1	Yes	Elect Director Anil Arora	For	For	For	For	Votes AGAINST Richard Lenny, Joie Gregor, Rajive Johri and Ruth Ann Marshall are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Conagra Brands, Inc.	15-Sep-21	Management	2	Yes	Elect Director Thomas "Tony" K. Brown	For	For	For	For	Votes AGAINST Richard Lenny, Joie Gregor, Rajive Johri and Ruth Ann Marshall are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Conagra Brands, Inc.	15-Sep-21	Management	3	Yes	Elect Director Emanuel "Manny" Chirico	For	For	For	For	Votes AGAINST Richard Lenny, Joie Gregor, Rajive Johri and Ruth Ann Marshall are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Conagra Brands, Inc.	15-Sep-21	Management	4	Yes	Elect Director Sean M. Connolly	For	For	For	For	Votes AGAINST Richard Lenny, Joie Gregor, Rajive Johri and Ruth Ann Marshall are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Conagra Brands, Inc.	15-Sep-21	Management	5	Yes	Elect Director Joie A. Gregor	For	For	Against	Against	Votes AGAINST Richard Lenny, Joie Gregor, Rajive Johri and Ruth Ann Marshall are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Conagra Brands, Inc.	15-Sep-21	Management	6	Yes	Elect Director Fran Horowitz	For	For	For	For	Votes AGAINST Richard Lenny, Joie Gregor, Rajive Johri and Ruth Ann Marshall are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Conagra Brands, Inc.	15-Sep-21	Management	7	Yes	Elect Director Rajive Johri	For	For	Against	Against	Votes AGAINST Richard Lenny, Joie Gregor, Rajive Johri and Ruth Ann Marshall are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Conagra Brands, Inc.	15-Sep-21	Management	8	Yes	Elect Director Richard H. Lenny	For	For	Against	Against	Votes AGAINST Richard Lenny, Joie Gregor, Rajive Johri and Ruth Ann Marshall are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Conagra Brands, Inc.	15-Sep-21	Management	9	Yes	Elect Director Melissa Lora	For	For	For	For	Votes AGAINST Richard Lenny, Joie Gregor, Rajive Johri and Ruth Ann Marshall are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Conagra Brands, Inc.	15-Sep-21	Management	10	Yes	Elect Director Ruth Ann Marshall	For	For	Against	Against	Votes AGAINST Richard Lenny, Joie Gregor, Rajive Johri and Ruth Ann Marshall are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Conagra Brands, Inc.	15-Sep-21	Management	11	Yes	Elect Director Craig P. Omtvedt	For	For	For	For	Votes AGAINST Richard Lenny, Joie Gregor, Rajive Johri and Ruth Ann Marshall are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Conagra Brands, Inc.	15-Sep-21	Management	12	Yes	Elect Director Scott Ostfeld	For	For	For	For	Votes AGAINST Richard Lenny, Joie Gregor, Rajive Johri and Ruth Ann Marshall are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Conagra Brands, Inc.	15-Sep-21	Management	13	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Conagra Brands, Inc.	15-Sep-21	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted. The majority of NEOs' compensation is linked to objective financial performance metrics, and CEO pay and company performance are sufficiently aligned.
Conagra Brands, Inc.	15-Sep-21	Shareholder	15	Yes	Provide Right to Act by Written Consent	Against	For	For	For	A vote FOR this proposal is warranted given that the ability to act by written consent would enhance shareholder rights.
Constellation Brands, Inc.	20-Jul-21	Management	1	Yes	Elect Director Christy Clark	For	For	For	For	WITHHOLD votes for James Locke III and Jeremy (Jerry) Fowden are warranted for serving as non-independent members of a key board committee.WITHHOLD votes for incumbent Corporate Governance Committee members Jerry Fowden, James Locke III and Judy Schmeling are warranted given concerns regarding the board's oversight function in light of significant share pledging by the chairman and vice chairman and the absence of an anti-pledging policy.A vote FOR the remaining director nominees is warranted.
Constellation Brands, Inc.	20-Jul-21	Management	2	Yes	Elect Director Jennifer M. Daniels	For	For	For	For	WITHHOLD votes for James Locke III and Jeremy (Jerry) Fowden are warranted for serving as non-independent members of a key board committee.WITHHOLD votes for incumbent Corporate Governance Committee members Jerry Fowden, James Locke III and Judy Schmeling are warranted given concerns regarding the board's oversight function in light of significant share pledging by the chairman and vice chairman and the absence of an anti-pledging policy.A vote FOR the remaining director nominees is warranted.
Constellation Brands, Inc.	20-Jul-21	Management	3	Yes	Elect Director Nicholas I. Fink	For	For	For	For	WITHHOLD votes for James Locke III and Jeremy (Jerry) Fowden are warranted for serving as non-independent members of a key board committee.WITHHOLD votes for incumbent Corporate Governance Committee members Jerry Fowden, James Locke III and Judy Schmeling are warranted given concerns regarding the board's oversight function in light of significant share pledging by the chairman and vice chairman and the absence of an anti-pledging policy.A vote FOR the remaining director nominees is warranted.

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Constellation Brands, Inc.	20-Jul-21	Management	4	Yes	Elect Director Jerry Fowden	For	Withhold	Withhold	Withhold	WITHHOLD votes for James Locke III and Jeremy (Jerry) Fowden are warranted for serving as non-independent members of a key board committee.WITHHOLD votes for incumbent Corporate Governance Committee members Jerry Fowden, James Locke III and Judy Schmeling are warranted given concerns regarding the board's oversight function in light of significant share pledging by the chairman and vice chairman and the absence of an anti-pledging policy.A vote FOR the remaining director nominees is warranted.
Constellation Brands, Inc.	20-Jul-21	Management	5	Yes	Elect Director Ernesto M. Hernandez	For	For	For	For	WITHHOLD votes for James Locke III and Jeremy (Jerry) Fowden are warranted for serving as non-independent members of a key board committee.WITHHOLD votes for incumbent Corporate Governance Committee members Jerry Fowden, James Locke III and Judy Schmeling are warranted given concerns regarding the board's oversight function in light of significant share pledging by the chairman and vice chairman and the absence of an anti-pledging policy.A vote FOR the remaining director nominees is warranted.
Constellation Brands, Inc.	20-Jul-21	Management	6	Yes	Elect Director Susan Somersille Johnson	For	For	For	For	WITHHOLD votes for James Locke III and Jeremy (Jerry) Fowden are warranted for serving as non-independent members of a key board committee.WITHHOLD votes for incumbent Corporate Governance Committee members Jerry Fowden, James Locke III and Judy Schmeling are warranted given concerns regarding the board's oversight function in light of significant share pledging by the chairman and vice chairman and the absence of an anti-pledging policy.A vote FOR the remaining director nominees is warranted.
Constellation Brands, Inc.	20-Jul-21	Management	7	Yes	Elect Director James A. Locke, III	For	Withhold	Withhold	Withhold	WITHHOLD votes for James Locke III and Jeremy (Jerry) Fowden are warranted for serving as non-independent members of a key board committee.WITHHOLD votes for incumbent Corporate Governance Committee members Jerry Fowden, James Locke III and Judy Schmeling are warranted given concerns regarding the board's oversight function in light of significant share pledging by the chairman and vice chairman and the absence of an anti-pledging policy.A vote FOR the remaining director nominees is warranted.
Constellation Brands, Inc.	20-Jul-21	Management	8	Yes	Elect Director Jose Manuel Madero Garza	For	For	For	For	WITHHOLD votes for James Locke III and Jeremy (Jerry) Fowden are warranted for serving as non-independent members of a key board committee.WITHHOLD votes for incumbent Corporate Governance Committee members Jerry Fowden, James Locke III and Judy Schmeling are warranted given concerns regarding the board's oversight function in light of significant share pledging by the chairman and vice chairman and the absence of an anti-pledging policy.A vote FOR the remaining director nominees is warranted.
Constellation Brands, Inc.	20-Jul-21	Management	9	Yes	Elect Director Daniel J. McCarthy	For	For	For	For	WITHHOLD votes for James Locke III and Jeremy (Jerry) Fowden are warranted for serving as non-independent members of a key board committee.WITHHOLD votes for incumbent Corporate Governance Committee members Jerry Fowden, James Locke III and Judy Schmeling are warranted given concerns regarding the board's oversight function in light of significant share pledging by the chairman and vice chairman and the absence of an anti-pledging policy.A vote FOR the remaining director nominees is warranted.
Constellation Brands, Inc.	20-Jul-21	Management	10	Yes	Elect Director William A. Newlands	For	For	For	For	WITHHOLD votes for James Locke III and Jeremy (Jerry) Fowden are warranted for serving as non-independent members of a key board committee.WITHHOLD votes for incumbent Corporate Governance Committee members Jerry Fowden, James Locke III and Judy Schmeling are warranted given concerns regarding the board's oversight function in light of significant share pledging by the chairman and vice chairman and the absence of an anti-pledging policy.A vote FOR the remaining director nominees is warranted.
Constellation Brands, Inc.	20-Jul-21	Management	11	Yes	Elect Director Richard Sands	For	For	For	For	WITHHOLD votes for James Locke III and Jeremy (Jerry) Fowden are warranted for serving as non-independent members of a key board committee.WITHHOLD votes for incumbent Corporate Governance Committee members Jerry Fowden, James Locke III and Judy Schmeling are warranted given concerns regarding the board's oversight function in light of significant share pledging by the chairman and vice chairman and the absence of an anti-pledging policy.A vote FOR the remaining director nominees is warranted.
Constellation Brands, Inc.	20-Jul-21	Management	12	Yes	Elect Director Robert Sands	For	For	For	For	WITHHOLD votes for James Locke III and Jeremy (Jerry) Fowden are warranted for serving as non-independent members of a key board committee.WITHHOLD votes for incumbent Corporate Governance Committee members Jerry Fowden, James Locke III and Judy Schmeling are warranted given concerns regarding the board's oversight function in light of significant share pledging by the chairman and vice chairman and the absence of an anti-pledging policy.A vote FOR the remaining director nominees is warranted.
Constellation Brands, Inc.	20-Jul-21	Management	13	Yes	Elect Director Judy A. Schmeling	For	Withhold	Withhold	Withhold	WITHHOLD votes for James Locke III and Jeremy (Jerry) Fowden are warranted for serving as non-independent members of a key board committee.WITHHOLD votes for incumbent Corporate Governance Committee members Jerry Fowden, James Locke III and Judy Schmeling are warranted given concerns regarding the board's oversight function in light of significant share pledging by the chairman and vice chairman and the absence of an anti-pledging policy.A vote FOR the remaining director nominees is warranted.
Constellation Brands, Inc.	20-Jul-21	Management	14	Yes	Ratify KPMG LLP as Auditor	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Constellation Brands, Inc.	20-Jul-21	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay-and-performance are reasonably aligned for the year in review. Annual incentives were determined by pre-set financial metrics and long-term incentives included performance-based equity measured over a multi-year period. However, performance equity targets median performance and the long-term equity awards remain mostly time-based.
Constellation Brands, Inc.	20-Jul-21	Shareholder	16	Yes	Adopt a Policy on Board Diversity	Against	Against	For	For	A vote FOR this resolution is warranted as shareholders would benefit from a formal diversity policy tackling how the company is ensuring that women and minority candidates are included among prospective board nominees and management
Copart, Inc.	03-Dec-21	Management	1	Yes	Elect Director Willis J. Johnson	For	For	Against	Against	Votes AGAINST non-independent nominees Willis Johnson, A. Jayson Adair, Daniel Englander, Matt Blunt, Steven Cohan and James Meeks are warranted for lack of a majority independent board.Votes AGAINST Daniel Englander, Matt Blunt and Steven Cohan are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Copart, Inc.	03-Dec-21	Management	2	Yes	Elect Director A. Jayson Adair	For	For	Against	Against	Votes AGAINST non-independent nominees Willis Johnson, A. Jayson Adair, Daniel Englander, Matt Blunt, Steven Cohan and James Meeks are warranted for lack of a majority independent board.Votes AGAINST Daniel Englander, Matt Blunt and Steven Cohan are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Copart, Inc.	03-Dec-21	Management	3	Yes	Elect Director Matt Blunt	For	For	Against	Against	Votes AGAINST non-independent nominees Willis Johnson, A. Jayson Adair, Daniel Englander, Matt Blunt, Steven Cohan and James Meeks are warranted for lack of a majority independent board.Votes AGAINST Daniel Englander, Matt Blunt and Steven Cohan are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Copart, Inc.	03-Dec-21	Management	4	Yes	Elect Director Steven D. Cohan	For	For	Against	Against	Votes AGAINST non-independent nominees Willis Johnson, A. Jayson Adair, Daniel Englander, Matt Blunt, Steven Cohan and James Meeks are warranted for lack of a majority independent board.Votes AGAINST Daniel Englander, Matt Blunt and Steven Cohan are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Copart, Inc.	03-Dec-21	Management	5	Yes	Elect Director Daniel J. Englander	For	For	Against	Against	Votes AGAINST non-independent nominees Willis Johnson, A. Jayson Adair, Daniel Englander, Matt Blunt, Steven Cohan and James Meeks are warranted for lack of a majority independent board.Votes AGAINST Daniel Englander, Matt Blunt and Steven Cohan are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Copart, Inc.	03-Dec-21	Management	6	Yes	Elect Director James E. Meeks	For	For	Against	Against	Votes AGAINST non-independent nominees Willis Johnson, A. Jayson Adair, Daniel Englander, Matt Blunt, Steven Cohan and James Meeks are warranted for lack of a majority independent board.Votes AGAINST Daniel Englander, Matt Blunt and Steven Cohan are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Copart, Inc.	03-Dec-21	Management	7	Yes	Elect Director Thomas N. Tryforos	For	For	For	For	Votes AGAINST non-independent nominees Willis Johnson, A. Jayson Adair, Daniel Englander, Matt Blunt, Steven Cohan and James Meeks are warranted for lack of a majority independent board.Votes AGAINST Daniel Englander, Matt Blunt and Steven Cohan are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Copart, Inc.	03-Dec-21	Management	8	Yes	Elect Director Diane M. Morefield	For	For	For	For	Votes AGAINST non-independent nominees Willis Johnson, A. Jayson Adair, Daniel Englander, Matt Blunt, Steven Cohan and James Meeks are warranted for lack of a majority independent board.Votes AGAINST Daniel Englander, Matt Blunt and Steven Cohan are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Copart, Inc.	03-Dec-21	Management	9	Yes	Elect Director Stephen Fisher	For	For	For	For	Votes AGAINST non-independent nominees Willis Johnson, A. Jayson Adair, Daniel Englander, Matt Blunt, Steven Cohan and James Meeks are warranted for lack of a majority independent board.Votes AGAINST Daniel Englander, Matt Blunt and Steven Cohan are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Copart, Inc.	03-Dec-21	Management	10	Yes	Elect Director Cherylyn Harley LeBon	For	For	For	For	Votes AGAINST non-independent nominees Willis Johnson, A. Jayson Adair, Daniel Englander, Matt Blunt, Steven Cohan and James Meeks are warranted for lack of a majority independent board.Votes AGAINST Daniel Englander, Matt Blunt and Steven Cohan are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Copart, Inc.	03-Dec-21	Management	11	Yes	Elect Director Carl D. Sparks	For	For	For	For	Votes AGAINST non-independent nominees Willis Johnson, A. Jayson Adair, Daniel Englander, Matt Blunt, Steven Cohan and James Meeks are warranted for lack of a majority independent board.Votes AGAINST Daniel Englander, Matt Blunt and Steven Cohan are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Copart, Inc.	03-Dec-21	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST the proposal is warranted due to the inordinate amount of personal use of corporate aircraft and automobile-related perquisites to the CEO.
Copart, Inc.	03-Dec-21	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Coty Inc.	04-Nov-21	Management	1	Yes	Elect Director Beatrice Ballini	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerd Peter Harf, Sue Nabi, Robert (Bob) Singer, Joachim Joseph Creus, Olivier Goudet, Erhard Schoewel, and Justine Tan are warranted for lack of a majority independent boardWITHHOLD votes for Robert (Bob) Singer and Erhard Schoewel are also warranted for serving as non-independent members of certain key board committees.WITHHOLD votes for incumbent compensation committee members Beatrice Ballini, Johannes Huth, and Erhard Schoewel are warranted for persistent compensation-related concerns demonstrating poor stewardship of the pay program.A vote FOR the remaining director nominees is warranted.

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STATE STREET GLOBAL ADVISORS PROXY REPORTS - JULY THROUGH DECEMBER, 2021 COMPARED TO ISS AND PUBLIC FUND POLICY RECOMMENDATIONS										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Coty Inc.	04-Nov-21	Management	2	Yes	Elect Director Joachim Creus	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerd Peter Harf, Sue Nabi, Robert (Bob) Singer, Joachim Joseph Creus, Olivier Goudet, Erhard Schoewel, and Justine Tan are warranted for lack of a majority independent boardWITHHOLD votes for Robert (Bob) Singer and Erhard Schoewel are also warranted for serving as non-independent members of certain key board committees.WITHHOLD votes for incumbent compensation committee members Beatrice Ballini, Johannes Huth, and Erhard Schoewel are warranted for persistent compensation-related concerns demonstrating poor stewardship of the pay program.A vote FOR the remaining director nominees is warranted.
Coty Inc.	04-Nov-21	Management	3	Yes	Elect Director Nancy G. Ford	For	For	For	For	WITHHOLD votes for non-independent nominees Gerd Peter Harf, Sue Nabi, Robert (Bob) Singer, Joachim Joseph Creus, Olivier Goudet, Erhard Schoewel, and Justine Tan are warranted for lack of a majority independent boardWITHHOLD votes for Robert (Bob) Singer and Erhard Schoewel are also warranted for serving as non-independent members of certain key board committees.WITHHOLD votes for incumbent compensation committee members Beatrice Ballini, Johannes Huth, and Erhard Schoewel are warranted for persistent compensation-related concerns demonstrating poor stewardship of the pay program.A vote FOR the remaining director nominees is warranted.
Coty Inc.	04-Nov-21	Management	4	Yes	Elect Director Olivier Goudet	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerd Peter Harf, Sue Nabi, Robert (Bob) Singer, Joachim Joseph Creus, Olivier Goudet, Erhard Schoewel, and Justine Tan are warranted for lack of a majority independent boardWITHHOLD votes for Robert (Bob) Singer and Erhard Schoewel are also warranted for serving as non-independent members of certain key board committees.WITHHOLD votes for incumbent compensation committee members Beatrice Ballini, Johannes Huth, and Erhard Schoewel are warranted for persistent compensation-related concerns demonstrating poor stewardship of the pay program.A vote FOR the remaining director nominees is warranted.
Coty Inc.	04-Nov-21	Management	5	Yes	Elect Director Peter Harf	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerd Peter Harf, Sue Nabi, Robert (Bob) Singer, Joachim Joseph Creus, Olivier Goudet, Erhard Schoewel, and Justine Tan are warranted for lack of a majority independent boardWITHHOLD votes for Robert (Bob) Singer and Erhard Schoewel are also warranted for serving as non-independent members of certain key board committees.WITHHOLD votes for incumbent compensation committee members Beatrice Ballini, Johannes Huth, and Erhard Schoewel are warranted for persistent compensation-related concerns demonstrating poor stewardship of the pay program.A vote FOR the remaining director nominees is warranted.
Coty Inc.	04-Nov-21	Management	6	Yes	Elect Director Johannes P. Huth	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerd Peter Harf, Sue Nabi, Robert (Bob) Singer, Joachim Joseph Creus, Olivier Goudet, Erhard Schoewel, and Justine Tan are warranted for lack of a majority independent boardWITHHOLD votes for Robert (Bob) Singer and Erhard Schoewel are also warranted for serving as non-independent members of certain key board committees.WITHHOLD votes for incumbent compensation committee members Beatrice Ballini, Johannes Huth, and Erhard Schoewel are warranted for persistent compensation-related concerns demonstrating poor stewardship of the pay program.A vote FOR the remaining director nominees is warranted.
Coty Inc.	04-Nov-21	Management	7	Yes	Elect Director Maria Ausuncion Aramburuzabala Larregui	For	For	For	For	WITHHOLD votes for non-independent nominees Gerd Peter Harf, Sue Nabi, Robert (Bob) Singer, Joachim Joseph Creus, Olivier Goudet, Erhard Schoewel, and Justine Tan are warranted for lack of a majority independent boardWITHHOLD votes for Robert (Bob) Singer and Erhard Schoewel are also warranted for serving as non-independent members of certain key board committees.WITHHOLD votes for incumbent compensation committee members Beatrice Ballini, Johannes Huth, and Erhard Schoewel are warranted for persistent compensation-related concerns demonstrating poor stewardship of the pay program.A vote FOR the remaining director nominees is warranted.
Coty Inc.	04-Nov-21	Management	8	Yes	Elect Director Anna Adeola Makanju	For	For	For	For	WITHHOLD votes for non-independent nominees Gerd Peter Harf, Sue Nabi, Robert (Bob) Singer, Joachim Joseph Creus, Olivier Goudet, Erhard Schoewel, and Justine Tan are warranted for lack of a majority independent boardWITHHOLD votes for Robert (Bob) Singer and Erhard Schoewel are also warranted for serving as non-independent members of certain key board committees.WITHHOLD votes for incumbent compensation committee members Beatrice Ballini, Johannes Huth, and Erhard Schoewel are warranted for persistent compensation-related concerns demonstrating poor stewardship of the pay program.A vote FOR the remaining director nominees is warranted.
Coty Inc.	04-Nov-21	Management	9	Yes	Elect Director Sue Y. Nabi	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerd Peter Harf, Sue Nabi, Robert (Bob) Singer, Joachim Joseph Creus, Olivier Goudet, Erhard Schoewel, and Justine Tan are warranted for lack of a majority independent boardWITHHOLD votes for Robert (Bob) Singer and Erhard Schoewel are also warranted for serving as non-independent members of certain key board committees.WITHHOLD votes for incumbent compensation committee members Beatrice Ballini, Johannes Huth, and Erhard Schoewel are warranted for persistent compensation-related concerns demonstrating poor stewardship of the pay program.A vote FOR the remaining director nominees is warranted.

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STATE STREET GLOBAL ADVISORS PROXY REPORTS - JULY THROUGH DECEMBER, 2021 COMPARED TO ISS AND PUBLIC FUND POLICY RECOMMENDATIONS										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Coty Inc.	04-Nov-21	Management	10	Yes	Elect Director Isabelle Parize	For	For	For	For	WITHHOLD votes for non-independent nominees Gerd Peter Harf, Sue Nabi, Robert (Bob) Singer, Joachim Joseph Creus, Olivier Goudet, Erhard Schoewel, and Justine Tan are warranted for lack of a majority independent boardWITHHOLD votes for Robert (Bob) Singer and Erhard Schoewel are also warranted for serving as non-independent members of certain key board committees.WITHHOLD votes for incumbent compensation committee members Beatrice Ballini, Johannes Huth, and Erhard Schoewel are warranted for persistent compensation-related concerns demonstrating poor stewardship of the pay program.A vote FOR the remaining director nominees is warranted.
Coty Inc.	04-Nov-21	Management	11	Yes	Elect Director Erhard Schoewel	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerd Peter Harf, Sue Nabi, Robert (Bob) Singer, Joachim Joseph Creus, Olivier Goudet, Erhard Schoewel, and Justine Tan are warranted for lack of a majority independent boardWITHHOLD votes for Robert (Bob) Singer and Erhard Schoewel are also warranted for serving as non-independent members of certain key board committees.WITHHOLD votes for incumbent compensation committee members Beatrice Ballini, Johannes Huth, and Erhard Schoewel are warranted for persistent compensation-related concerns demonstrating poor stewardship of the pay program.A vote FOR the remaining director nominees is warranted.
Coty Inc.	04-Nov-21	Management	12	Yes	Elect Director Robert Singer	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerd Peter Harf, Sue Nabi, Robert (Bob) Singer, Joachim Joseph Creus, Olivier Goudet, Erhard Schoewel, and Justine Tan are warranted for lack of a majority independent boardWITHHOLD votes for Robert (Bob) Singer and Erhard Schoewel are also warranted for serving as non-independent members of certain key board committees.WITHHOLD votes for incumbent compensation committee members Beatrice Ballini, Johannes Huth, and Erhard Schoewel are warranted for persistent compensation-related concerns demonstrating poor stewardship of the pay program.A vote FOR the remaining director nominees is warranted.
Coty Inc.	04-Nov-21	Management	13	Yes	Elect Director Justine Tan	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerd Peter Harf, Sue Nabi, Robert (Bob) Singer, Joachim Joseph Creus, Olivier Goudet, Erhard Schoewel, and Justine Tan are warranted for lack of a majority independent boardWITHHOLD votes for Robert (Bob) Singer and Erhard Schoewel are also warranted for serving as non-independent members of certain key board committees.WITHHOLD votes for incumbent compensation committee members Beatrice Ballini, Johannes Huth, and Erhard Schoewel are warranted for persistent compensation-related concerns demonstrating poor stewardship of the pay program.A vote FOR the remaining director nominees is warranted.
Coty Inc.	04-Nov-21	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although CEO Nabi is not eligible for additional equity awards and the annual bonus plan during her employment term, her sign-on RSUs of \$280 million represent an extraordinary magnitude. Further concerning is that the awards are designed to fully vest in less than three years following the grant. Additionally, Nabi is entitled to an outsized base salary valued at approximately \$3.5 million for 2021. Overall, FY21 pay lacks pre-set performance criteria, as other NEOs' equity awards are also entirely time-based, and the FY21 bonus program was suspended due to the pandemic. Further, another NEO also received a relatively large base salary. Notably, these significant concerns for the year in review follow a multiple years of problematic pay decisions at the company.
Coty Inc.	04-Nov-21	Management	15	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Darden Restaurants, Inc.	22-Sep-21	Management	1	Yes	Elect Director Margaret Shan Atkins	For	For	For	For	A vote FOR the director nominees is warranted.
Darden Restaurants, Inc.	22-Sep-21	Management	2	Yes	Elect Director James P. Fogarty	For	For	For	For	A vote FOR the director nominees is warranted.
Darden Restaurants, Inc.	22-Sep-21	Management	3	Yes	Elect Director Cynthia T. Jamison	For	For	For	For	A vote FOR the director nominees is warranted.
Darden Restaurants, Inc.	22-Sep-21	Management	4	Yes	Elect Director Eugene I. Lee, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.
Darden Restaurants, Inc.	22-Sep-21	Management	5	Yes	Elect Director Nana Mensah	For	For	For	For	A vote FOR the director nominees is warranted.
Darden Restaurants, Inc.	22-Sep-21	Management	6	Yes	Elect Director William S. Simon	For	For	For	For	A vote FOR the director nominees is warranted.
Darden Restaurants, Inc.	22-Sep-21	Management	7	Yes	Elect Director Charles M. Sonstebj	For	For	For	For	A vote FOR the director nominees is warranted.
Darden Restaurants, Inc.	22-Sep-21	Management	8	Yes	Elect Director Timothy J. Wilmott	For	For	For	For	A vote FOR the director nominees is warranted.
Darden Restaurants, Inc.	22-Sep-21	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Both annual and long-term incentives utilize financial performance metrics and half of the long-term equity awards were performance-based. Moreover, performance equity is measured over a multi-year
Darden Restaurants, Inc.	22-Sep-21	Management	10	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Darden Restaurants, Inc.	22-Sep-21	Management	11	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: " The purchase price is reasonable;" The shares reserved is relatively conservative; and" The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Darden Restaurants, Inc.	22-Sep-21	Shareholder	12	No	Adopt Share Retention Policy For Senior Executives - Withdrawn Resolution					This proposal has been withdrawn by the proponent. Accordingly, the proposal will not be presented or voted upon, and no votes cast on this item will be tabulated or
Donaldson Company, Inc.	19-Nov-21	Management	1	Yes	Elect Director Christopher M. Hilger	For	For	For	For	A vote FOR all director nominees is warranted.
Donaldson Company, Inc.	19-Nov-21	Management	2	Yes	Elect Director James J. Owens	For	For	For	For	A vote FOR all director nominees is warranted.
Donaldson Company, Inc.	19-Nov-21	Management	3	Yes	Elect Director Trudy A. Rautio	For	For	For	For	A vote FOR all director nominees is warranted.
Donaldson Company, Inc.	19-Nov-21	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Donaldson Company, Inc.	19-Nov-21	Management	5	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
DXC Technology Company	17-Aug-21	Management	1	Yes	Elect Director Mukesh Aghi	For	For	For	For	A vote FOR all director nominees is warranted.
DXC Technology Company	17-Aug-21	Management	2	Yes	Elect Director Amy E. Alving	For	For	For	For	A vote FOR all director nominees is warranted.
DXC Technology Company	17-Aug-21	Management	3	Yes	Elect Director David A. Barnes	For	For	For	For	A vote FOR all director nominees is warranted.

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DXC Technology Company	17-Aug-21	Management	4	Yes	Elect Director Raul J. Fernandez	For	For	For	For	A vote FOR all director nominees is warranted.
DXC Technology Company	17-Aug-21	Management	5	Yes	Elect Director David L. Herzog	For	For	For	For	A vote FOR all director nominees is warranted.
DXC Technology Company	17-Aug-21	Management	6	Yes	Elect Director Mary L. Krakauer	For	For	For	For	A vote FOR all director nominees is warranted.
DXC Technology Company	17-Aug-21	Management	7	Yes	Elect Director Ian C. Read	For	For	For	For	A vote FOR all director nominees is warranted.
DXC Technology Company	17-Aug-21	Management	8	Yes	Elect Director Dawn Rogers	For	For	For	For	A vote FOR all director nominees is warranted.
DXC Technology Company	17-Aug-21	Management	9	Yes	Elect Director Michael J. Salvino	For	For	For	For	A vote FOR all director nominees is warranted.
DXC Technology Company	17-Aug-21	Management	10	Yes	Elect Director Manoj P. Singh	For	For	For	For	A vote FOR all director nominees is warranted.
DXC Technology Company	17-Aug-21	Management	11	Yes	Elect Director Akihiko Washington	For	For	For	For	A vote FOR all director nominees is warranted.
DXC Technology Company	17-Aug-21	Management	12	Yes	Elect Director Robert F. Woods	For	For	For	For	A vote FOR all director nominees is warranted.
DXC Technology Company	17-Aug-21	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
DXC Technology Company	17-Aug-21	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	Following the low support for say-on-pay in 2020, the company engaged with a significant portion of its shareholder base and made changes and commitments to address certain concerns related to the executive compensation program. These included the company making a commitment to only pay for actual performance and not waive performance conditions on incentive awards going forward. In addition, the company improved its disclosure regarding the rationale for using certain performance metrics. However, there is an unmitigated pay-for-performance misalignment for the year in review. Specifically, the annual incentive pool was funded above target based on financial goals that were set significantly lower than the prior year, while executives' payout opportunities remained unchanged. The application of a subjective strategic modifier then increased the CEO's payout from above target to the maximum level. Further, the company does not provide a compelling rationale for the significant decrease in the proportion of PSUs granted to certain NEOs. In addition, retention and one-time awards appear to be problematic, as certain awards are entirely time-based with a fairly short vesting period. This also includes a sizable lump-sum cash payment to one NEO. Finally, the CEO's employment agreement provides for a cash payment upon any termination of employment, which is considered a problematic pay practice. Although the compensation committee has demonstrated adequate responsiveness, a vote AGAINST this proposal is warranted in light of the above pay-
Elastic N.V.	01-Oct-21	Management	1	Yes	Elect Director Shay Banon	For	Against	Against	Against	Votes AGAINST incumbent director nominee Shay Banon are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. A vote FOR new director nominee Shelley Leibowitz is warranted.
Elastic N.V.	01-Oct-21	Management	2	Yes	Elect Director Shelley Leibowitz	For	For	For	For	Votes AGAINST incumbent director nominee Shay Banon are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. A vote FOR new director nominee Shelley Leibowitz is warranted.
Elastic N.V.	01-Oct-21	Management	3	Yes	Adopt Financial Statements and Statutory Reports	For	For	For	For	A vote FOR the approval of the financial statements is warranted due to a lack of concerns regarding the accounts presented.
Elastic N.V.	01-Oct-21	Management	4	Yes	Approve Discharge of Executive Director	For	For	For	For	A vote FOR is warranted because of the absence of any information about significant and compelling controversies that the directors are not fulfilling their fiduciary duties.
Elastic N.V.	01-Oct-21	Management	5	Yes	Approve Discharge of Non-Executive Directors	For	For	For	For	A vote FOR is warranted because of the absence of any information about significant and compelling controversies that the directors are not fulfilling their fiduciary duties.
Elastic N.V.	01-Oct-21	Management	6	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Elastic N.V.	01-Oct-21	Management	7	Yes	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	For	For	For	For	A vote FOR this proposal is warranted as it is in line with commonly used safeguards regarding volume and pricing and there is no history of extreme or inappropriate buybacks.
Elastic N.V.	01-Oct-21	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Electronic Arts Inc.	12-Aug-21	Management	1	Yes	Elect Director Kofi A. Bruce	For	For	For	For	Votes AGAINST non-independent nominees Andrew Wilson, Leonard Coleman Jr., Jeffrey (Jeff) Huber, and Richard Simonson are warranted for lack of a majority independent board. Votes AGAINST Leonard Coleman Jr., Jeffrey (Jeff) Huber and Richard Simonson are also warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is
Electronic Arts Inc.	12-Aug-21	Management	2	Yes	Elect Director Leonard S. Coleman	For	For	Against	Against	Votes AGAINST non-independent nominees Andrew Wilson, Leonard Coleman Jr., Jeffrey (Jeff) Huber, and Richard Simonson are warranted for lack of a majority independent board. Votes AGAINST Leonard Coleman Jr., Jeffrey (Jeff) Huber and Richard Simonson are also warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is
Electronic Arts Inc.	12-Aug-21	Management	3	Yes	Elect Director Jeffrey T. Huber	For	For	Against	Against	Votes AGAINST non-independent nominees Andrew Wilson, Leonard Coleman Jr., Jeffrey (Jeff) Huber, and Richard Simonson are warranted for lack of a majority independent board. Votes AGAINST Leonard Coleman Jr., Jeffrey (Jeff) Huber and Richard Simonson are also warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is
Electronic Arts Inc.	12-Aug-21	Management	4	Yes	Elect Director Talbott Roche	For	For	For	For	Votes AGAINST non-independent nominees Andrew Wilson, Leonard Coleman Jr., Jeffrey (Jeff) Huber, and Richard Simonson are warranted for lack of a majority independent board. Votes AGAINST Leonard Coleman Jr., Jeffrey (Jeff) Huber and Richard Simonson are also warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is
Electronic Arts Inc.	12-Aug-21	Management	5	Yes	Elect Director Richard A. Simonson	For	For	Against	Against	Votes AGAINST non-independent nominees Andrew Wilson, Leonard Coleman Jr., Jeffrey (Jeff) Huber, and Richard Simonson are warranted for lack of a majority independent board. Votes AGAINST Leonard Coleman Jr., Jeffrey (Jeff) Huber and Richard Simonson are also warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Electronic Arts Inc.	12-Aug-21	Management	6	Yes	Elect Director Luis A. Ubinas	For	For	For	For	Votes AGAINST non-independent nominees Andrew Wilson, Leonard Coleman Jr., Jeffrey (Jeff) Huber, and Richard Simonson are warranted for lack of a majority independent board.Votes AGAINST Leonard Coleman Jr., Jeffrey (Jeff) Huber and Richard Simonson are also warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is
Electronic Arts Inc.	12-Aug-21	Management	7	Yes	Elect Director Heidi J. Ueberroth	For	For	For	For	Votes AGAINST non-independent nominees Andrew Wilson, Leonard Coleman Jr., Jeffrey (Jeff) Huber, and Richard Simonson are warranted for lack of a majority independent board.Votes AGAINST Leonard Coleman Jr., Jeffrey (Jeff) Huber and Richard Simonson are also warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is
Electronic Arts Inc.	12-Aug-21	Management	8	Yes	Elect Director Andrew Wilson	For	For	Against	Against	Votes AGAINST non-independent nominees Andrew Wilson, Leonard Coleman Jr., Jeffrey (Jeff) Huber, and Richard Simonson are warranted for lack of a majority independent board.Votes AGAINST Leonard Coleman Jr., Jeffrey (Jeff) Huber and Richard Simonson are also warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is
Electronic Arts Inc.	12-Aug-21	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	Following last year's failed say-on-pay vote, the compensation committee demonstrated adequate responsiveness by disclosing shareholder engagement and feedback as well as certain improvements to the pay program. Most notably, in a supplemental filing, the committee made a commitment to not grant special equity awards to the NEOs at least through the end of FY26.However, there are unmitigated pay-for-performance concerns for the year in review. Specifically, the CEO's "enhanced" equity awards granted in FY21 on a one-time basis are outsized at \$30 million, which alone exceeded the median total pay for CEOs in the company-defined peer group. Further, a significant portion of the annual incentive program was based on qualitatively-disclosed strategic objectives, which makes it difficult for shareholders to assess the pay for performance linkage. In addition, concerns are heightened given that the CEO received a maximum annual incentive payout of \$5 million. Lastly, a portion of the PSUs continue to utilize relatively short performance periods with additional vesting opportunities, which reduce the long-term nature of the program.In light of these concerns, a vote AGAINST this proposal is warranted.
Electronic Arts Inc.	12-Aug-21	Management	10	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Electronic Arts Inc.	12-Aug-21	Management	11	Yes	Provide Right to Act by Written Consent	For	For	For	For	A vote FOR this proposal is warranted given that the ability to act by written consent would give shareholders an additional means to act on matters between annual
Electronic Arts Inc.	12-Aug-21	Shareholder	12	Yes	Provide Right to Act by Written Consent	Against	For	For	For	A vote FOR this proposal is warranted given that the ability to act by written consent would enhance shareholder rights.
FactSet Research Systems Inc.	16-Dec-21	Management	1	Yes	Elect Director Siew Kai Choy	For	For	For	For	Votes AGAINST Joseph Zimmel are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
FactSet Research Systems Inc.	16-Dec-21	Management	2	Yes	Elect Director Lee Shavel	For	For	For	For	Votes AGAINST Joseph Zimmel are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
FactSet Research Systems Inc.	16-Dec-21	Management	3	Yes	Elect Director Joseph R. Zimmel	For	For	Against	Against	Votes AGAINST Joseph Zimmel are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
FactSet Research Systems Inc.	16-Dec-21	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
FactSet Research Systems Inc.	16-Dec-21	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
FactSet Research Systems Inc.	16-Dec-21	Shareholder	6	Yes	Adopt Proxy Access Right	Against	For	For	For	A vote FOR this proposal is warranted, as adoption of a proxy access right with the proposed terms, which are somewhat different from the terms of the proxy access bylaw adopted by the board following submission of the shareholder proposal, will enhance shareholder rights and the proposed structure includes appropriate safeguards to protect the director nomination process.
FedEx Corporation	27-Sep-21	Management	1	Yes	Elect Director Marvin R. Ellison	For	For	For	For	Votes AGAINST non-independent nominees Frederick Smith, David Steiner, Shirley Ann Jackson, Susan Schwab, Rajesh Subramaniam and Paul Walsh are warranted for lack of a majority independent board.Votes AGAINST David Steiner, Shirley Ann Jackson, Susan Schwab and Paul Walsh are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
FedEx Corporation	27-Sep-21	Management	2	Yes	Elect Director Susan Patricia Griffith	For	For	For	For	Votes AGAINST non-independent nominees Frederick Smith, David Steiner, Shirley Ann Jackson, Susan Schwab, Rajesh Subramaniam and Paul Walsh are warranted for lack of a majority independent board.Votes AGAINST David Steiner, Shirley Ann Jackson, Susan Schwab and Paul Walsh are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
FedEx Corporation	27-Sep-21	Management	3	Yes	Elect Director Kimberly A. Jabal	For	For	For	For	Votes AGAINST non-independent nominees Frederick Smith, David Steiner, Shirley Ann Jackson, Susan Schwab, Rajesh Subramaniam and Paul Walsh are warranted for lack of a majority independent board.Votes AGAINST David Steiner, Shirley Ann Jackson, Susan Schwab and Paul Walsh are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.

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STATE STREET GLOBAL ADVISORS PROXY REPORTS - JULY THROUGH DECEMBER, 2021 COMPARED TO ISS AND PUBLIC FUND POLICY RECOMMENDATIONS										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
FedEx Corporation	27-Sep-21	Management	4	Yes	Elect Director Shirley Ann Jackson	For	For	Against	Against	Votes AGAINST non-independent nominees Frederick Smith, David Steiner, Shirley Ann Jackson, Susan Schwab, Rajesh Subramaniam and Paul Walsh are warranted for lack of a majority independent board.Votes AGAINST David Steiner, Shirley Ann Jackson, Susan Schwab and Paul Walsh are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
FedEx Corporation	27-Sep-21	Management	5	Yes	Elect Director R. Brad Martin	For	For	For	For	Votes AGAINST non-independent nominees Frederick Smith, David Steiner, Shirley Ann Jackson, Susan Schwab, Rajesh Subramaniam and Paul Walsh are warranted for lack of a majority independent board.Votes AGAINST David Steiner, Shirley Ann Jackson, Susan Schwab and Paul Walsh are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
FedEx Corporation	27-Sep-21	Management	6	Yes	Elect Director Joshua Cooper Ramo	For	For	For	For	Votes AGAINST non-independent nominees Frederick Smith, David Steiner, Shirley Ann Jackson, Susan Schwab, Rajesh Subramaniam and Paul Walsh are warranted for lack of a majority independent board.Votes AGAINST David Steiner, Shirley Ann Jackson, Susan Schwab and Paul Walsh are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
FedEx Corporation	27-Sep-21	Management	7	Yes	Elect Director Susan C. Schwab	For	For	Against	Against	Votes AGAINST non-independent nominees Frederick Smith, David Steiner, Shirley Ann Jackson, Susan Schwab, Rajesh Subramaniam and Paul Walsh are warranted for lack of a majority independent board.Votes AGAINST David Steiner, Shirley Ann Jackson, Susan Schwab and Paul Walsh are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
FedEx Corporation	27-Sep-21	Management	8	Yes	Elect Director Frederick W. Smith	For	For	Against	Against	Votes AGAINST non-independent nominees Frederick Smith, David Steiner, Shirley Ann Jackson, Susan Schwab, Rajesh Subramaniam and Paul Walsh are warranted for lack of a majority independent board.Votes AGAINST David Steiner, Shirley Ann Jackson, Susan Schwab and Paul Walsh are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
FedEx Corporation	27-Sep-21	Management	9	Yes	Elect Director David P. Steiner	For	For	Against	Against	Votes AGAINST non-independent nominees Frederick Smith, David Steiner, Shirley Ann Jackson, Susan Schwab, Rajesh Subramaniam and Paul Walsh are warranted for lack of a majority independent board.Votes AGAINST David Steiner, Shirley Ann Jackson, Susan Schwab and Paul Walsh are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
FedEx Corporation	27-Sep-21	Management	10	Yes	Elect Director Rajesh Subramaniam	For	For	Against	Against	Votes AGAINST non-independent nominees Frederick Smith, David Steiner, Shirley Ann Jackson, Susan Schwab, Rajesh Subramaniam and Paul Walsh are warranted for lack of a majority independent board.Votes AGAINST David Steiner, Shirley Ann Jackson, Susan Schwab and Paul Walsh are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
FedEx Corporation	27-Sep-21	Management	11	Yes	Elect Director Paul S. Walsh	For	For	Against	Against	Votes AGAINST non-independent nominees Frederick Smith, David Steiner, Shirley Ann Jackson, Susan Schwab, Rajesh Subramaniam and Paul Walsh are warranted for lack of a majority independent board.Votes AGAINST David Steiner, Shirley Ann Jackson, Susan Schwab and Paul Walsh are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
FedEx Corporation	27-Sep-21	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted. CEO total pay increased considerably year-over-year due primarily to sizeable one-time equity awards. This is particularly concerning for many investors given the Compensation Committee's decision to reinstate the STI program mid-year after granting one-time equity awards to the CEO and other named executives in lieu of the STI. Moreover, there are ongoing concerns regarding the majority time-based LTI awards, the use of tax reimbursement for restricted stock awards, single-trigger vesting of equity upon a change in control, and the inordinate amount of perquisite compensation for the CEO.
FedEx Corporation	27-Sep-21	Management	13	Yes	Ratify Ernst &Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
FedEx Corporation	27-Sep-21	Shareholder	14	Yes	Require Independent Board Chair	Against	For	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chair to be an
FedEx Corporation	27-Sep-21	Shareholder	15	Yes	Report on Alignment Between Company Values and Electioneer	Against	For	For	For	A vote FOR this proposal is warranted, as a congruency analysis between FedEx's political contribution spending and its stated values would enable shareholders to better evaluate how well the company is assessing and mitigating risks to its reputation, brand, and shareholder value.
FedEx Corporation	27-Sep-21	Shareholder	16	Yes	Report on Lobbying Payments and Policy	Against	For	For	For	A vote FOR this resolution is warranted, as additional information on the company's lobbying expenses and trade association memberships, payments, and oversight mechanisms would give shareholders a better understanding of the company's management of its lobbying activities and any related risks and benefits.
FedEx Corporation	27-Sep-21	Shareholder	17	Yes	Report on Racism in Corporate Culture	Against	Against	For	For	A vote FOR this resolution is warranted, as a report on racism in corporate culture would benefit shareholders by providing them additional means to assess the effectiveness of the company's diversity and inclusion initiatives.

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STATE STREET GLOBAL ADVISORS PROXY REPORTS - JULY THROUGH DECEMBER, 2021 COMPARED TO ISS AND PUBLIC FUND POLICY RECOMMENDATIONS										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
FedEx Corporation	27-Sep-21	Shareholder	18	Yes	Submit Severance Agreement (Change-in-Control) to Shareholders	Against	For	For	For	A vote FOR this item is warranted given that the proposal applies only to future severance arrangements, the current agreements will not be affected, the proposal offers flexibility as to when the board may seek shareholder approval of a new or renewed severance arrangement, such as at the next annual meeting, and it is positive for shareholders to have the ability to vote on severance amounts that exceed market norms.
Five9, Inc.	30-Sep-21	Management	1	Yes	Approve Merger Agreement	For	Against	Against	Against	In light of the company's standalone prospects, a sub-optimal sales process, and the current value of the consideration, which would imply a take-under, a vote AGAINST the proposed transaction is warranted.
Five9, Inc.	30-Sep-21	Management	2	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although the NEOs' potential cash severance is double trigger and reasonably based, and equity awards are largely subject to double trigger vesting, the CEO is entitled to receive a problematic excise tax gross-up payment.
Five9, Inc.	30-Sep-21	Management	3	Yes	Adjourn Meeting	For	Against	Against	Against	A vote AGAINST this proposal warranted given the adverse recommendation for the underlying transaction.
Fox Corporation	10-Nov-21	Management	1	Yes	Elect Director K. Rupert Murdoch	For	For	For	For	Votes AGAINST William Burck are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is
Fox Corporation	10-Nov-21	Management	2	Yes	Elect Director Lachlan K. Murdoch	For	For	For	For	Votes AGAINST William Burck are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is
Fox Corporation	10-Nov-21	Management	3	Yes	Elect Director William A. Burck	For	Against	Against	Against	Votes AGAINST William Burck are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is
Fox Corporation	10-Nov-21	Management	4	Yes	Elect Director Chase Carey	For	For	For	For	Votes AGAINST William Burck are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is
Fox Corporation	10-Nov-21	Management	5	Yes	Elect Director Anne Dias	For	For	For	For	Votes AGAINST William Burck are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is
Fox Corporation	10-Nov-21	Management	6	Yes	Elect Director Roland A. Hernandez	For	For	For	For	Votes AGAINST William Burck are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is
Fox Corporation	10-Nov-21	Management	7	Yes	Elect Director Jacques Nasser	For	For	For	For	Votes AGAINST William Burck are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is
Fox Corporation	10-Nov-21	Management	8	Yes	Elect Director Paul D. Ryan	For	For	For	For	Votes AGAINST William Burck are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is
Fox Corporation	10-Nov-21	Management	9	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Fox Corporation	10-Nov-21	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the total amount of perquisite compensation reported for the CEO is excessive. Additionally, concerns remain regarding high base salaries for certain NEOs, high total pay for the board chair, and undisclosed PSU goals.
Fox Corporation	10-Nov-21	Shareholder	11	Yes	Report on Lobbying Payments and Policy	Against	For	For	For	A vote FOR this resolution is warranted, as additional information on the company's lobbying expenses and trade association memberships, payments, and oversight mechanisms would allow shareholders to understand the company's management of its lobbying activities and any related risks and benefits.
Fox Corporation	10-Nov-21	Shareholder	12	Yes	Amend Certificate of Incorporation to Become a Public Benefit Corporation	Against	Against	For	For	A vote FOR this proposal is warranted as it would further strengthen the company's commitment to the environmental and social goals of the Business Roundtable statement on the purpose of a corporation, where corporations endeavor to benefit all stakeholders, including customers, employees, suppliers, communities and
General Mills, Inc.	28-Sep-21	Management	1	Yes	Elect Director R. Kerry Clark	For	For	Against	Against	Votes AGAINST R. Kerry Clark are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is
General Mills, Inc.	28-Sep-21	Management	2	Yes	Elect Director David M. Cordani	For	For	For	For	Votes AGAINST R. Kerry Clark are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is
General Mills, Inc.	28-Sep-21	Management	3	Yes	Elect Director Jeffrey L. Harmening	For	For	For	For	Votes AGAINST R. Kerry Clark are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is
General Mills, Inc.	28-Sep-21	Management	4	Yes	Elect Director Maria G. Henry	For	For	For	For	Votes AGAINST R. Kerry Clark are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is
General Mills, Inc.	28-Sep-21	Management	5	Yes	Elect Director Jo Ann Jenkins	For	For	For	For	Votes AGAINST R. Kerry Clark are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is
General Mills, Inc.	28-Sep-21	Management	6	Yes	Elect Director Elizabeth C. Lempres	For	For	For	For	Votes AGAINST R. Kerry Clark are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is
General Mills, Inc.	28-Sep-21	Management	7	Yes	Elect Director Diane L. Neal	For	For	For	For	Votes AGAINST R. Kerry Clark are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is
General Mills, Inc.	28-Sep-21	Management	8	Yes	Elect Director Steve Odland	For	For	For	For	Votes AGAINST R. Kerry Clark are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is
General Mills, Inc.	28-Sep-21	Management	9	Yes	Elect Director Maria A. Sastre	For	For	For	For	Votes AGAINST R. Kerry Clark are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is
General Mills, Inc.	28-Sep-21	Management	10	Yes	Elect Director Eric D. Sprunk	For	For	For	For	Votes AGAINST R. Kerry Clark are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is
General Mills, Inc.	28-Sep-21	Management	11	Yes	Elect Director Jorge A. Uribe	For	For	For	For	Votes AGAINST R. Kerry Clark are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is
General Mills, Inc.	28-Sep-21	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned for the year in review. Performance equity accounts for half of the total long-term incentive award mix and utilizes multi-year performance measurement periods. In addition, the annual incentive is predominantly based on pre-set financial goals.
General Mills, Inc.	28-Sep-21	Management	13	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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STATE STREET GLOBAL ADVISORS PROXY REPORTS - JULY THROUGH DECEMBER, 2021 COMPARED TO ISS AND PUBLIC FUND POLICY RECOMMENDATIONS										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
General Mills, Inc.	28-Sep-21	Management	14	Yes	Eliminate Supermajority Vote Requirement	For	For	For	For	A vote FOR this proposal is warranted given that the elimination of supermajority vote requirements is considered a best practice in corporate governance. However, this proposal will have no impact on voting by common shareholders, and the company does not currently have outstanding preferred shares.
Guidewire Software, Inc.	14-Dec-21	Management	1	Yes	Elect Director Marcus S. Ryu	For	For	For	For	A vote FOR the director nominees is warranted.
Guidewire Software, Inc.	14-Dec-21	Management	2	Yes	Elect Director Paul Lavin	For	For	For	For	A vote FOR the director nominees is warranted.
Guidewire Software, Inc.	14-Dec-21	Management	3	Yes	Elect Director Mike Rosenbaum	For	For	For	For	A vote FOR the director nominees is warranted.
Guidewire Software, Inc.	14-Dec-21	Management	4	Yes	Elect Director Andrew Brown	For	For	For	For	A vote FOR the director nominees is warranted.
Guidewire Software, Inc.	14-Dec-21	Management	5	Yes	Elect Director Margaret Dillon	For	For	For	For	A vote FOR the director nominees is warranted.
Guidewire Software, Inc.	14-Dec-21	Management	6	Yes	Elect Director Michael Keller	For	For	For	For	A vote FOR the director nominees is warranted.
Guidewire Software, Inc.	14-Dec-21	Management	7	Yes	Elect Director Catherine P. Lego	For	For	For	For	A vote FOR the director nominees is warranted.
Guidewire Software, Inc.	14-Dec-21	Management	8	Yes	Elect Director Rajani Ramanathan	For	For	For	For	A vote FOR the director nominees is warranted.
Guidewire Software, Inc.	14-Dec-21	Management	9	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Guidewire Software, Inc.	14-Dec-21	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Following the low say-on-pay vote result, the company reached out to its largest shareholders, disclosed investors' feedback, and made changes to the pay program in response to shareholders' concerns. Given the disclosure of outreach and feedback along with positive changes, the committee has demonstrated sufficient responsiveness. Moreover, pay is reasonably aligned with performance for the year under review.
Guidewire Software, Inc.	14-Dec-21	Management	11	Yes	Eliminate Supermajority Vote Requirements	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement would enhance shareholder rights, and given that the board has been fully responsive to the shareholder proposal which received majority support at last year's annual meeting.
Hill-Rom Holdings, Inc.	02-Dec-21	Management	1	Yes	Approve Merger Agreement	For	For	For	For	The board's decision to forgo an auction process is a cause for concern, since investors lack market-based evidence that the deal presented in fact represents the best available alternative. That being said, shareholders are receiving a meaningful premium to the all-time price, the valuation appears fair, there is a potential downside risk of non-approval, and the cash consideration provides certainty of value of shareholders. As such, support FOR the proposed transaction is warranted.
Hill-Rom Holdings, Inc.	02-Dec-21	Management	2	Yes	Adjourn Meeting	For	For	For	For	Support FOR the proposal is warranted as the underlying transaction warrants
Hill-Rom Holdings, Inc.	02-Dec-21	Management	3	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The company recently amended its executive severance plan to provide for problematic excise tax gross-up entitlements. The company estimates aggregate tax reimbursement payments to NEOs in excess of \$19 million. There is also concern raised by the vesting of outstanding performance-conditioned equity awards, some of which will be earned above the target level without a compelling rationale disclosed.
HollyFrontier Corporation	08-Dec-21	Management	1	Yes	Issue Shares in Connection with Acquisition	For	For	For	For	Although HFC shareholders' ownership will be diluted by the proposed share issuance to Sinclair, the strategic rationale for the transaction appears sound, as the combined company would have greater scale and the transaction is expected to be accretive to earnings and free cash flow within the first year. As such, support FOR the proposed issuance is warranted.
HollyFrontier Corporation	08-Dec-21	Management	2	Yes	Adjourn Meeting	For	For	For	For	Vote FOR this proposal is warranted in light of support for the underlying transaction.
Intuitive Surgical, Inc.	20-Sep-21	Management	1	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted because the requested number of shares is reasonable, when taking into account the planned 3-for-1 stock split.
Jack Henry & Associates, Inc.	16-Nov-21	Management	1	Yes	Elect Director David B. Foss	For	For	For	For	WITHHOLD votes for Matthew Flanigan are warranted for serving as a non-independent member of all key board committees.A vote FOR the remaining director nominees is warranted.
Jack Henry & Associates, Inc.	16-Nov-21	Management	2	Yes	Elect Director Matthew C. Flanigan	For	For	Withhold	Withhold	WITHHOLD votes for Matthew Flanigan are warranted for serving as a non-independent member of all key board committees.A vote FOR the remaining director nominees is warranted.
Jack Henry & Associates, Inc.	16-Nov-21	Management	3	Yes	Elect Director Thomas H. Wilson, Jr.	For	For	For	For	WITHHOLD votes for Matthew Flanigan are warranted for serving as a non-independent member of all key board committees.A vote FOR the remaining director nominees is warranted.
Jack Henry & Associates, Inc.	16-Nov-21	Management	4	Yes	Elect Director Jacque R. Fiegel	For	For	For	For	WITHHOLD votes for Matthew Flanigan are warranted for serving as a non-independent member of all key board committees.A vote FOR the remaining director nominees is warranted.
Jack Henry & Associates, Inc.	16-Nov-21	Management	5	Yes	Elect Director Thomas A. Wimsett	For	For	For	For	WITHHOLD votes for Matthew Flanigan are warranted for serving as a non-independent member of all key board committees.A vote FOR the remaining director nominees is warranted.
Jack Henry & Associates, Inc.	16-Nov-21	Management	6	Yes	Elect Director Laura G. Kelly	For	For	For	For	WITHHOLD votes for Matthew Flanigan are warranted for serving as a non-independent member of all key board committees.A vote FOR the remaining director nominees is warranted.
Jack Henry & Associates, Inc.	16-Nov-21	Management	7	Yes	Elect Director Shruti S. Miyashiro	For	For	For	For	WITHHOLD votes for Matthew Flanigan are warranted for serving as a non-independent member of all key board committees.A vote FOR the remaining director nominees is warranted.
Jack Henry & Associates, Inc.	16-Nov-21	Management	8	Yes	Elect Director Wesley A. Brown	For	For	For	For	WITHHOLD votes for Matthew Flanigan are warranted for serving as a non-independent member of all key board committees.A vote FOR the remaining director nominees is warranted.
Jack Henry & Associates, Inc.	16-Nov-21	Management	9	Yes	Elect Director Curtis A. Campbell	For	For	For	For	WITHHOLD votes for Matthew Flanigan are warranted for serving as a non-independent member of all key board committees.A vote FOR the remaining director nominees is warranted.
Jack Henry & Associates, Inc.	16-Nov-21	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as company performance appears to be adequately reflected in CEO pay. Annual and long-term incentives are primarily performance-based, highlighted by the forfeiture of previously-awarded performance shares due to underperformance.

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STATE STREET GLOBAL ADVISORS PROXY REPORTS - JULY THROUGH DECEMBER, 2021 COMPARED TO ISS AND PUBLIC FUND POLICY RECOMMENDATIONS										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Jack Henry & Associates, Inc.	16-Nov-21	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Jazz Pharmaceuticals plc	23-Sep-21	Management	1	Yes	Authorise Issue of Equity without Pre-emptive Rights	For	For	For	For	A vote FOR this resolution is warranted because the proposed amount and duration are within recommended limits.
Jazz Pharmaceuticals plc	23-Sep-21	Management	2	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this item is warranted as no significant concerns have been identified.
Kansas City Southern	10-Dec-21	Management	1	Yes	Approve Merger Agreement	For	For	For	For	A vote FOR this proposal is warranted in light of the thorough sale process, along with the compelling premium, valuation, and strategic rationale for the transaction.
Kansas City Southern	10-Dec-21	Management	2	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While cash severance is double trigger and reasonably based, NEOs are entitled to receive problematic excise tax gross-ups pursuant to new 2021 agreements. Additionally, a majority of time-based equity awards will fully vest in connection with the merger, and performance shares will be converted into cash-based awards at their maximum performance level, without a compelling rationale. Lastly, retention bonuses are sizeable.
Kansas City Southern	10-Dec-21	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted, as support for the underlying transaction is warranted.
Kimco Realty Corporation	03-Aug-21	Management	1	Yes	Issue Shares in Connection with Merger	For	For	For	For	The strategic rationale is sound, the merger is expected to generate meaningful cost synergies and be accretive to earnings. As such, support FOR the proposed transaction is warranted.
Kimco Realty Corporation	03-Aug-21	Management	2	Yes	Adjourn Meeting	For	For	For	For	Support FOR this agenda item is warranted as the underlying transaction warrants support.
KLA Corporation	03-Nov-21	Management	1	Yes	Elect Director Edward Barnholt	For	For	Against	Against	Votes AGAINST non-independent nominees Edward Barnholt, Richard (Rick) Wallace, Robert Calderoni, Emiko Higashi, Kevin Kennedy and Kiran Patel are warranted for lack of a majority independent board.Votes AGAINST Edward Barnholt, Robert Calderoni, Emiko Higashi, Kevin Kennedy and Kiran Patel are also warranted for serving as non-independent members of a key board committee.Votes AGAINST Emiko Higashi are further warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
KLA Corporation	03-Nov-21	Management	2	Yes	Elect Director Robert Calderoni	For	For	Against	Against	Votes AGAINST non-independent nominees Edward Barnholt, Richard (Rick) Wallace, Robert Calderoni, Emiko Higashi, Kevin Kennedy and Kiran Patel are warranted for lack of a majority independent board.Votes AGAINST Edward Barnholt, Robert Calderoni, Emiko Higashi, Kevin Kennedy and Kiran Patel are also warranted for serving as non-independent members of a key board committee.Votes AGAINST Emiko Higashi are further warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
KLA Corporation	03-Nov-21	Management	3	Yes	Elect Director Jeneanne Hanley	For	For	For	For	Votes AGAINST non-independent nominees Edward Barnholt, Richard (Rick) Wallace, Robert Calderoni, Emiko Higashi, Kevin Kennedy and Kiran Patel are warranted for lack of a majority independent board.Votes AGAINST Edward Barnholt, Robert Calderoni, Emiko Higashi, Kevin Kennedy and Kiran Patel are also warranted for serving as non-independent members of a key board committee.Votes AGAINST Emiko Higashi are further warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
KLA Corporation	03-Nov-21	Management	4	Yes	Elect Director Emiko Higashi	For	For	Against	Against	Votes AGAINST non-independent nominees Edward Barnholt, Richard (Rick) Wallace, Robert Calderoni, Emiko Higashi, Kevin Kennedy and Kiran Patel are warranted for lack of a majority independent board.Votes AGAINST Edward Barnholt, Robert Calderoni, Emiko Higashi, Kevin Kennedy and Kiran Patel are also warranted for serving as non-independent members of a key board committee.Votes AGAINST Emiko Higashi are further warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
KLA Corporation	03-Nov-21	Management	5	Yes	Elect Director Kevin Kennedy	For	For	Against	Against	Votes AGAINST non-independent nominees Edward Barnholt, Richard (Rick) Wallace, Robert Calderoni, Emiko Higashi, Kevin Kennedy and Kiran Patel are warranted for lack of a majority independent board.Votes AGAINST Edward Barnholt, Robert Calderoni, Emiko Higashi, Kevin Kennedy and Kiran Patel are also warranted for serving as non-independent members of a key board committee.Votes AGAINST Emiko Higashi are further warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
KLA Corporation	03-Nov-21	Management	6	Yes	Elect Director Gary Moore	For	For	For	For	Votes AGAINST non-independent nominees Edward Barnholt, Richard (Rick) Wallace, Robert Calderoni, Emiko Higashi, Kevin Kennedy and Kiran Patel are warranted for lack of a majority independent board.Votes AGAINST Edward Barnholt, Robert Calderoni, Emiko Higashi, Kevin Kennedy and Kiran Patel are also warranted for serving as non-independent members of a key board committee.Votes AGAINST Emiko Higashi are further warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
KLA Corporation	03-Nov-21	Management	7	Yes	Elect Director Marie Myers	For	For	For	For	Votes AGAINST non-independent nominees Edward Barnholt, Richard (Rick) Wallace, Robert Calderoni, Emiko Higashi, Kevin Kennedy and Kiran Patel are warranted for lack of a majority independent board.Votes AGAINST Edward Barnholt, Robert Calderoni, Emiko Higashi, Kevin Kennedy and Kiran Patel are also warranted for serving as non-independent members of a key board committee.Votes AGAINST Emiko Higashi are further warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
KLA Corporation	03-Nov-21	Management	8	Yes	Elect Director Kiran Patel	For	For	Against	Against	Votes AGAINST non-independent nominees Edward Barnholt, Richard (Rick) Wallace, Robert Calderoni, Emiko Higashi, Kevin Kennedy and Kiran Patel are warranted for lack of a majority independent board.Votes AGAINST Edward Barnholt, Robert Calderoni, Emiko Higashi, Kevin Kennedy and Kiran Patel are also warranted for serving as non-independent members of a key board committee.Votes AGAINST Emiko Higashi are further warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.

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STATE STREET GLOBAL ADVISORS PROXY REPORTS - JULY THROUGH DECEMBER, 2021 COMPARED TO ISS AND PUBLIC FUND POLICY RECOMMENDATIONS										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
KLA Corporation	03-Nov-21	Management	9	Yes	Elect Director Victor Peng	For	For	For	For	Votes AGAINST non-independent nominees Edward Barnholt, Richard (Rick) Wallace, Robert Calderoni, Emiko Higashi, Kevin Kennedy and Kiran Patel are warranted for lack of a majority independent board.Votes AGAINST Edward Barnholt, Robert Calderoni, Emiko Higashi, Kevin Kennedy and Kiran Patel are also warranted for serving as non-independent members of a key board committee.Votes AGAINST Emiko Higashi are further warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
KLA Corporation	03-Nov-21	Management	10	Yes	Elect Director Robert Rango	For	For	For	For	Votes AGAINST non-independent nominees Edward Barnholt, Richard (Rick) Wallace, Robert Calderoni, Emiko Higashi, Kevin Kennedy and Kiran Patel are warranted for lack of a majority independent board.Votes AGAINST Edward Barnholt, Robert Calderoni, Emiko Higashi, Kevin Kennedy and Kiran Patel are also warranted for serving as non-independent members of a key board committee.Votes AGAINST Emiko Higashi are further warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
KLA Corporation	03-Nov-21	Management	11	Yes	Elect Director Richard Wallace	For	For	Against	Against	Votes AGAINST non-independent nominees Edward Barnholt, Richard (Rick) Wallace, Robert Calderoni, Emiko Higashi, Kevin Kennedy and Kiran Patel are warranted for lack of a majority independent board.Votes AGAINST Edward Barnholt, Robert Calderoni, Emiko Higashi, Kevin Kennedy and Kiran Patel are also warranted for serving as non-independent members of a key board committee.Votes AGAINST Emiko Higashi are further warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
KLA Corporation	03-Nov-21	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
KLA Corporation	03-Nov-21	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Support FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives were primarily determined by pre-set financial metrics and a majority of equity awards consisted of performance-conditioned shares. Moreover, these performance shares continue to target above-median performance and are measured over a multi-year performance period.
Lam Research Corporation	08-Nov-21	Management	1	Yes	Elect Director Sohail U. Ahmed	For	For	For	For	WITHHOLD votes for Eric Brandt and Catherine Lego are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Lam Research Corporation	08-Nov-21	Management	2	Yes	Elect Director Timothy M. Archer	For	For	For	For	WITHHOLD votes for Eric Brandt and Catherine Lego are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Lam Research Corporation	08-Nov-21	Management	3	Yes	Elect Director Eric K. Brandt	For	For	Withhold	Withhold	WITHHOLD votes for Eric Brandt and Catherine Lego are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Lam Research Corporation	08-Nov-21	Management	4	Yes	Elect Director Michael R. Cannon	For	For	For	For	WITHHOLD votes for Eric Brandt and Catherine Lego are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Lam Research Corporation	08-Nov-21	Management	5	Yes	Elect Director Catherine P. Lego	For	For	Withhold	Withhold	WITHHOLD votes for Eric Brandt and Catherine Lego are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Lam Research Corporation	08-Nov-21	Management	6	Yes	Elect Director Bethany J. Mayer	For	For	For	For	WITHHOLD votes for Eric Brandt and Catherine Lego are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Lam Research Corporation	08-Nov-21	Management	7	Yes	Elect Director Abhijit Y. Talwalkar	For	For	For	For	WITHHOLD votes for Eric Brandt and Catherine Lego are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Lam Research Corporation	08-Nov-21	Management	8	Yes	Elect Director Lih Shyng (Rick L.) Tsai	For	For	For	For	WITHHOLD votes for Eric Brandt and Catherine Lego are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Lam Research Corporation	08-Nov-21	Management	9	Yes	Elect Director Leslie F. Varon	For	For	For	For	WITHHOLD votes for Eric Brandt and Catherine Lego are warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Lam Research Corporation	08-Nov-21	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. While concern remains about the relatively vague disclosure with regards to the half of the annual incentives that is based on individual performance, the other half of the annual incentive payouts were contingent on a pre-set financial goal, and half of the long-term incentives are performance based.
Lam Research Corporation	08-Nov-21	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Lamb Weston Holdings, Inc.	23-Sep-21	Management	1	Yes	Elect Director Peter J. Bensen	For	For	For	For	A vote FOR all director nominees is warranted.
Lamb Weston Holdings, Inc.	23-Sep-21	Management	2	Yes	Elect Director Charles A. Blixt	For	For	For	For	A vote FOR all director nominees is warranted.
Lamb Weston Holdings, Inc.	23-Sep-21	Management	3	Yes	Elect Director Robert J. Coviello	For	For	For	For	A vote FOR all director nominees is warranted.
Lamb Weston Holdings, Inc.	23-Sep-21	Management	4	Yes	Elect Director Andre J. Hawaux	For	For	For	For	A vote FOR all director nominees is warranted.
Lamb Weston Holdings, Inc.	23-Sep-21	Management	5	Yes	Elect Director W.G. Jurgensen	For	For	For	For	A vote FOR all director nominees is warranted.
Lamb Weston Holdings, Inc.	23-Sep-21	Management	6	Yes	Elect Director Thomas P. Maurer	For	For	For	For	A vote FOR all director nominees is warranted.
Lamb Weston Holdings, Inc.	23-Sep-21	Management	7	Yes	Elect Director Hala G. Moddelmog	For	For	For	For	A vote FOR all director nominees is warranted.
Lamb Weston Holdings, Inc.	23-Sep-21	Management	8	Yes	Elect Director Robert A. Niblock	For	For	For	For	A vote FOR all director nominees is warranted.
Lamb Weston Holdings, Inc.	23-Sep-21	Management	9	Yes	Elect Director Maria Renna Sharpe	For	For	For	For	A vote FOR all director nominees is warranted.
Lamb Weston Holdings, Inc.	23-Sep-21	Management	10	Yes	Elect Director Thomas P. Werner	For	For	For	For	A vote FOR all director nominees is warranted.

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STATE STREET GLOBAL ADVISORS PROXY REPORTS - JULY THROUGH DECEMBER, 2021 COMPARED TO ISS AND PUBLIC FUND POLICY RECOMMENDATIONS										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Lamb Weston Holdings, Inc.	23-Sep-21	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay-and-performance are reasonably aligned for the year in review. Performance equity awards were based on the same metrics as the annual incentive plan, measured annually, due to pandemic uncertainty. Annual incentives were based on pre-set financial goals and negative discretion was applied to lower payouts to the target level.
Lamb Weston Holdings, Inc.	23-Sep-21	Management	12	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Linde Plc	26-Jul-21	Management	1	Yes	Elect Director Wolfgang H. Reitzle	For	For	For	For	A vote FOR all director nominees is warranted.
Linde Plc	26-Jul-21	Management	2	Yes	Elect Director Stephen F. Angel	For	For	For	For	A vote FOR all director nominees is warranted.
Linde Plc	26-Jul-21	Management	3	Yes	Elect Director Ann-Kristin Achleitner	For	For	For	For	A vote FOR all director nominees is warranted.
Linde Plc	26-Jul-21	Management	4	Yes	Elect Director Clemens A. H. Borsig	For	For	For	For	A vote FOR all director nominees is warranted.
Linde Plc	26-Jul-21	Management	5	Yes	Elect Director Nance K. Dicciani	For	For	For	For	A vote FOR all director nominees is warranted.
Linde Plc	26-Jul-21	Management	6	Yes	Elect Director Thomas Enders	For	For	For	For	A vote FOR all director nominees is warranted.
Linde Plc	26-Jul-21	Management	7	Yes	Elect Director Franz Fehrenbach	For	For	For	For	A vote FOR all director nominees is warranted.
Linde Plc	26-Jul-21	Management	8	Yes	Elect Director Edward G. Galante	For	For	For	For	A vote FOR all director nominees is warranted.
Linde Plc	26-Jul-21	Management	9	Yes	Elect Director Larry D. McVay	For	For	For	For	A vote FOR all director nominees is warranted.
Linde Plc	26-Jul-21	Management	10	Yes	Elect Director Victoria E. Ossadnik	For	For	For	For	A vote FOR all director nominees is warranted.
Linde Plc	26-Jul-21	Management	11	Yes	Elect Director Martin H. Richenhagen	For	For	For	For	A vote FOR all director nominees is warranted.
Linde Plc	26-Jul-21	Management	12	Yes	Elect Director Robert L. Wood	For	For	For	For	A vote FOR all director nominees is warranted.
Linde Plc	26-Jul-21	Management	13	Yes	Ratify PricewaterhouseCoopers as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Linde Plc	26-Jul-21	Management	14	Yes	Authorize Board to Fix Remuneration of Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit fees are less than 25 percent of total fees paid.
Linde Plc	26-Jul-21	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual cash incentives were sufficiently performance-based, and half of long-term equity awards are based on performance metrics. In addition, long-term performance equity is measured over a multi-year period.
Linde Plc	26-Jul-21	Management	16	Yes	Approve Remuneration Policy	For	For	For	For	A vote FOR this proposal is warranted. The remuneration policy is being submitted in accordance with U.K. regulation, where the company is incorporated. Although some features of the remuneration policy do not align with market practice for U.K.-listed companies, they are consistent with U.S. practice.
Linde Plc	26-Jul-21	Management	17	Yes	Approve Remuneration Report	For	For	For	For	As the company is reporting as a U.S. domestic issuer and given that the focus of this proposal is on top executive pay, the recommendation for this proposal is aligned with the U.S. say-on-pay analysis. Accordingly, a vote FOR is warranted.
Linde Plc	26-Jul-21	Management	18	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Linde Plc	26-Jul-21	Management	19	Yes	Determine Price Range for Reissuance of Treasury Shares	For	For	For	For	A vote FOR this resolution is warranted because this is a routine item and no concerns have been identified.
Lumentum Holdings Inc.	19-Nov-21	Management	1	Yes	Elect Director Penelope A. Herscher	For	For	For	For	A vote FOR all director nominees is warranted.
Lumentum Holdings Inc.	19-Nov-21	Management	2	Yes	Elect Director Harold L. Covert	For	For	For	For	A vote FOR all director nominees is warranted.
Lumentum Holdings Inc.	19-Nov-21	Management	3	Yes	Elect Director Isaac H. Harris	For	For	For	For	A vote FOR all director nominees is warranted.
Lumentum Holdings Inc.	19-Nov-21	Management	4	Yes	Elect Director Julia S. Johnson	For	For	For	For	A vote FOR all director nominees is warranted.
Lumentum Holdings Inc.	19-Nov-21	Management	5	Yes	Elect Director Brian J. Lillie	For	For	For	For	A vote FOR all director nominees is warranted.
Lumentum Holdings Inc.	19-Nov-21	Management	6	Yes	Elect Director Alan S. Lowe	For	For	For	For	A vote FOR all director nominees is warranted.
Lumentum Holdings Inc.	19-Nov-21	Management	7	Yes	Elect Director Ian S. Small	For	For	For	For	A vote FOR all director nominees is warranted.
Lumentum Holdings Inc.	19-Nov-21	Management	8	Yes	Elect Director Janet S. Wong	For	For	For	For	A vote FOR all director nominees is warranted.
Lumentum Holdings Inc.	19-Nov-21	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Lumentum Holdings Inc.	19-Nov-21	Management	10	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Lumentum Holdings Inc.	19-Nov-21	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Madison Square Garden Sports Corp	08-Dec-21	Management	1	Yes	Elect Director Joseph M. Cohen	For	Withhold	Withhold	Withhold	In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for Joseph Cohen and Ivan Seidenberg, the only compensation committee members elected by Class A shareholders, due to an unmitigated pay-for-performance misalignment. Furthermore, there are ongoing concerns with respect to the company providing the CEO an inordinate amount of personal use of corporate aircraft and automobile perquisites. Shareholders should also note that the company lacks risk-mitigating features under the executive pay program.A vote FOR the remaining director
Madison Square Garden Sports Corp	08-Dec-21	Management	2	Yes	Elect Director Richard D. Parsons	For	For	For	For	In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for Joseph Cohen and Ivan Seidenberg, the only compensation committee members elected by Class A shareholders, due to an unmitigated pay-for-performance misalignment. Furthermore, there are ongoing concerns with respect to the company providing the CEO an inordinate amount of personal use of corporate aircraft and automobile perquisites. Shareholders should also note that the company lacks risk-mitigating features under the executive pay program.A vote FOR the remaining director
Madison Square Garden Sports Corp	08-Dec-21	Management	3	Yes	Elect Director Nelson Peltz	For	For	For	For	In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for Joseph Cohen and Ivan Seidenberg, the only compensation committee members elected by Class A shareholders, due to an unmitigated pay-for-performance misalignment. Furthermore, there are ongoing concerns with respect to the company providing the CEO an inordinate amount of personal use of corporate aircraft and automobile perquisites. Shareholders should also note that the company lacks risk-mitigating features under the executive pay program.A vote FOR the remaining director

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Madison Square Garden Sports Corp	08-Dec-21	Management	4	Yes	Elect Director Ivan Seidenberg	For	Withhold	Withhold	Withhold	In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for Joseph Cohen and Ivan Seidenberg, the only compensation committee members elected by Class A shareholders, due to an unmitigated pay-for-performance misalignment. Furthermore, there are ongoing concerns with respect to the company providing the CEO an inordinate amount of personal use of corporate aircraft and automobile perquisites. Shareholders should also note that the company lacks risk-mitigating features under the executive pay program.A vote FOR the remaining director
Madison Square Garden Sports Corp	08-Dec-21	Management	5	Yes	Elect Director Anthony J. Vincierra	For	For	For	For	In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for Joseph Cohen and Ivan Seidenberg, the only compensation committee members elected by Class A shareholders, due to an unmitigated pay-for-performance misalignment. Furthermore, there are ongoing concerns with respect to the company providing the CEO an inordinate amount of personal use of corporate aircraft and automobile perquisites. Shareholders should also note that the company lacks risk-mitigating features under the executive pay program.A vote FOR the remaining director
Madison Square Garden Sports Corp	08-Dec-21	Management	6	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
McKesson Corporation	23-Jul-21	Management	1	Yes	Elect Director Dominic J. Caruso	For	For	For	For	Votes AGAINST Edward (Ed) Mueller are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
McKesson Corporation	23-Jul-21	Management	2	Yes	Elect Director Donald R. Knauss	For	For	For	For	Votes AGAINST Edward (Ed) Mueller are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
McKesson Corporation	23-Jul-21	Management	3	Yes	Elect Director Bradley E. Lerman	For	For	For	For	Votes AGAINST Edward (Ed) Mueller are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
McKesson Corporation	23-Jul-21	Management	4	Yes	Elect Director Linda P. Mantia	For	For	For	For	Votes AGAINST Edward (Ed) Mueller are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
McKesson Corporation	23-Jul-21	Management	5	Yes	Elect Director Maria Martinez	For	For	For	For	Votes AGAINST Edward (Ed) Mueller are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
McKesson Corporation	23-Jul-21	Management	6	Yes	Elect Director Edward A. Mueller	For	For	Against	Against	Votes AGAINST Edward (Ed) Mueller are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
McKesson Corporation	23-Jul-21	Management	7	Yes	Elect Director Susan R. Salka	For	For	For	For	Votes AGAINST Edward (Ed) Mueller are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
McKesson Corporation	23-Jul-21	Management	8	Yes	Elect Director Brian S. Tyler	For	For	For	For	Votes AGAINST Edward (Ed) Mueller are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
McKesson Corporation	23-Jul-21	Management	9	Yes	Elect Director Kenneth E. Washington	For	For	For	For	Votes AGAINST Edward (Ed) Mueller are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
McKesson Corporation	23-Jul-21	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
McKesson Corporation	23-Jul-21	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as several executives received significant amount of financial counseling services and relocation expense perquisites. Moreover, the company provided related tax reimbursement to several executives' relocation expense perquisites.
McKesson Corporation	23-Jul-21	Shareholder	12	Yes	Provide Right to Act by Written Consent	Against	For	For	For	A vote FOR this proposal is warranted given that the ability to act by written consent would enhance shareholders' rights.
Medallia, Inc.	14-Oct-21	Management	1	Yes	Approve Merger Agreement	For	For	For	For	While the merger consideration represents a discount to MDLA's recent highs from early 2021, the company's share price had a meaningful fall following poor earnings results in March 2021, and has a history of significant volatility since its July 2019 IPO, suggesting these recent prices may be less relevant when evaluating the premium shareholders are receiving. That being said, shareholders are receiving a 19.8 percent premium to the unaffected date and a 13.9 percent premium to the company's median share price from its IPO through the unaffected date. Additionally, the sales process appears thorough, the implied valuation appears fair, there is a potential downside risk of non-approval, and the cash consideration provides liquidity and certainty of value. As such, support FOR the proposed transaction is warranted.
Medallia, Inc.	14-Oct-21	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	Support for the golden parachute proposal is warranted. Cash severance is double trigger and reasonably based, and no excise tax gross-ups are payable. In addition, all outstanding equity awards are subject to double-trigger vesting.
Medallia, Inc.	14-Oct-21	Management	3	Yes	Adjourn Meeting	For	For	For	For	Support FOR this agenda item is warranted as the underlying transaction warrants support.
Medtronic plc	09-Dec-21	Management	1	Yes	Elect Director Richard H. Anderson	For	For	Against	Against	Votes AGAINST Richard Anderson, Denise O'Leary and Kendall Powell are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Medtronic plc	09-Dec-21	Management	2	Yes	Elect Director Craig Arnold	For	For	For	For	Votes AGAINST Richard Anderson, Denise O'Leary and Kendall Powell are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Medtronic plc	09-Dec-21	Management	3	Yes	Elect Director Scott C. Donnelly	For	For	For	For	Votes AGAINST Richard Anderson, Denise O'Leary and Kendall Powell are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.

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STATE STREET GLOBAL ADVISORS PROXY REPORTS - JULY THROUGH DECEMBER, 2021 COMPARED TO ISS AND PUBLIC FUND POLICY RECOMMENDATIONS										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Medtronic plc	09-Dec-21	Management	4	Yes	Elect Director Andrea J. Goldsmith	For	For	For	For	Votes AGAINST Richard Anderson, Denise O'Leary and Kendall Powell are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Medtronic plc	09-Dec-21	Management	5	Yes	Elect Director Randall J. Hogan, III	For	For	For	For	Votes AGAINST Richard Anderson, Denise O'Leary and Kendall Powell are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Medtronic plc	09-Dec-21	Management	6	Yes	Elect Director Kevin E. Lofton	For	For	For	For	Votes AGAINST Richard Anderson, Denise O'Leary and Kendall Powell are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Medtronic plc	09-Dec-21	Management	7	Yes	Elect Director Geoffrey S. Martha	For	For	For	For	Votes AGAINST Richard Anderson, Denise O'Leary and Kendall Powell are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Medtronic plc	09-Dec-21	Management	8	Yes	Elect Director Elizabeth G. Nabel	For	For	For	For	Votes AGAINST Richard Anderson, Denise O'Leary and Kendall Powell are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Medtronic plc	09-Dec-21	Management	9	Yes	Elect Director Denise M. O'Leary	For	For	Against	Against	Votes AGAINST Richard Anderson, Denise O'Leary and Kendall Powell are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Medtronic plc	09-Dec-21	Management	10	Yes	Elect Director Kendall J. Powell	For	For	Against	Against	Votes AGAINST Richard Anderson, Denise O'Leary and Kendall Powell are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Medtronic plc	09-Dec-21	Management	11	Yes	Approve PricewaterhouseCoopers LLP as Auditors and Authoriz	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Medtronic plc	09-Dec-21	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Performance shares utilize a multi-year period and annual incentives are based entirely on pre-set financial goals.
Medtronic plc	09-Dec-21	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Medtronic plc	09-Dec-21	Management	14	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the plan allows for company loans to officers for the exercise of awards.
Medtronic plc	09-Dec-21	Management	15	Yes	Renew the Board's Authority to Issue Shares Under Irish Law	For	For	For	For	A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.
Medtronic plc	09-Dec-21	Management	16	Yes	Renew the Board's Authority to Opt-Out of Statutory Pre-Emption	For	For	For	For	A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.
Medtronic plc	09-Dec-21	Management	17	Yes	Authorize Overseas Market Purchases of Ordinary Shares	For	For	For	For	A vote FOR this proposal is warranted, as the amount and duration are within recommended limits.
Mercury Systems, Inc.	27-Oct-21	Management	1	Yes	Elect Director Orlando P. Carvalho	For	For	For	For	A vote FOR all director nominees is warranted.
Mercury Systems, Inc.	27-Oct-21	Management	2	Yes	Elect Director Barry R. Nearhos	For	For	For	For	A vote FOR all director nominees is warranted.
Mercury Systems, Inc.	27-Oct-21	Management	3	Yes	Elect Director Debora A. Plunkett	For	For	For	For	A vote FOR all director nominees is warranted.
Mercury Systems, Inc.	27-Oct-21	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
Mercury Systems, Inc.	27-Oct-21	Management	5	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Microchip Technology Incorporated	24-Aug-21	Management	1	Yes	Elect Director Matthew W. Chapman	For	For	Against	Against	Votes AGAINST non-independent nominees Steve Sanghi, Ganesh Moorthy, Matthew Chapman and Wade Meyercord are warranted for lack of a majority independent board.Votes AGAINST Matthew Chapman and Wade Meyercord are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Microchip Technology Incorporated	24-Aug-21	Management	2	Yes	Elect Director Esther L. Johnson	For	For	For	For	Votes AGAINST non-independent nominees Steve Sanghi, Ganesh Moorthy, Matthew Chapman and Wade Meyercord are warranted for lack of a majority independent board.Votes AGAINST Matthew Chapman and Wade Meyercord are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Microchip Technology Incorporated	24-Aug-21	Management	3	Yes	Elect Director Karlton D. Johnson	For	For	For	For	Votes AGAINST non-independent nominees Steve Sanghi, Ganesh Moorthy, Matthew Chapman and Wade Meyercord are warranted for lack of a majority independent board.Votes AGAINST Matthew Chapman and Wade Meyercord are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Microchip Technology Incorporated	24-Aug-21	Management	4	Yes	Elect Director Wade F. Meyercord	For	For	Against	Against	Votes AGAINST non-independent nominees Steve Sanghi, Ganesh Moorthy, Matthew Chapman and Wade Meyercord are warranted for lack of a majority independent board.Votes AGAINST Matthew Chapman and Wade Meyercord are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Microchip Technology Incorporated	24-Aug-21	Management	5	Yes	Elect Director Ganesh Moorthy	For	For	Against	Against	Votes AGAINST non-independent nominees Steve Sanghi, Ganesh Moorthy, Matthew Chapman and Wade Meyercord are warranted for lack of a majority independent board.Votes AGAINST Matthew Chapman and Wade Meyercord are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Microchip Technology Incorporated	24-Aug-21	Management	6	Yes	Elect Director Karen M. Rapp	For	For	For	For	Votes AGAINST non-independent nominees Steve Sanghi, Ganesh Moorthy, Matthew Chapman and Wade Meyercord are warranted for lack of a majority independent board.Votes AGAINST Matthew Chapman and Wade Meyercord are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.

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STATE STREET GLOBAL ADVISORS PROXY REPORTS - JULY THROUGH DECEMBER, 2021 COMPARED TO ISS AND PUBLIC FUND POLICY RECOMMENDATIONS										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Microchip Technology Incorporated	24-Aug-21	Management	7	Yes	Elect Director Steve Sanghi	For	For	Against	Against	Votes AGAINST non-independent nominees Steve Sanghi, Ganesh Moorthy, Matthew Chapman and Wade Meyercord are warranted for lack of a majority independent board.Votes AGAINST Matthew Chapman and Wade Meyercord are also warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
Microchip Technology Incorporated	24-Aug-21	Management	8	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted given that the rationale is reasonable. The proposal is being made for the purpose of implementing a two-for-one stock split and the increase is proportionate with respect to the stock split ratio.
Microchip Technology Incorporated	24-Aug-21	Management	9	Yes	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted because the company's potential Voting Power Dilution (VPD) for all incentive plans of 4.20 percent is acceptable.
Microchip Technology Incorporated	24-Aug-21	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Microchip Technology Incorporated	24-Aug-21	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain excise tax gross-up provisions.
Microsoft Corporation	30-Nov-21	Management	1	Yes	Elect Director Reid G. Hoffman	For	For	For	For	A vote FOR the director nominees is warranted.
Microsoft Corporation	30-Nov-21	Management	2	Yes	Elect Director Hugh F. Johnston	For	For	For	For	A vote FOR the director nominees is warranted.
Microsoft Corporation	30-Nov-21	Management	3	Yes	Elect Director Teri L. List	For	For	For	For	A vote FOR the director nominees is warranted.
Microsoft Corporation	30-Nov-21	Management	4	Yes	Elect Director Satya Nadella	For	For	For	For	A vote FOR the director nominees is warranted.
Microsoft Corporation	30-Nov-21	Management	5	Yes	Elect Director Sandra E. Peterson	For	For	For	For	A vote FOR the director nominees is warranted.
Microsoft Corporation	30-Nov-21	Management	6	Yes	Elect Director Penny S. Pritzker	For	For	For	For	A vote FOR the director nominees is warranted.
Microsoft Corporation	30-Nov-21	Management	7	Yes	Elect Director Carlos A. Rodriguez	For	For	For	For	A vote FOR the director nominees is warranted.
Microsoft Corporation	30-Nov-21	Management	8	Yes	Elect Director Charles W. Scharf	For	For	For	For	A vote FOR the director nominees is warranted.
Microsoft Corporation	30-Nov-21	Management	9	Yes	Elect Director John W. Stanton	For	For	For	For	A vote FOR the director nominees is warranted.
Microsoft Corporation	30-Nov-21	Management	10	Yes	Elect Director John W. Thompson	For	For	For	For	A vote FOR the director nominees is warranted.
Microsoft Corporation	30-Nov-21	Management	11	Yes	Elect Director Emma N. Walmsley	For	For	For	For	A vote FOR the director nominees is warranted.
Microsoft Corporation	30-Nov-21	Management	12	Yes	Elect Director Padmasree Warrior	For	For	For	For	A vote FOR the director nominees is warranted.
Microsoft Corporation	30-Nov-21	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. In FY21, CEO Nadella's base salary remained well above the median reported base salary for the Public Fund Advisory Services-selected peer group, as well as for the company's peer group. Further, concerns are raised surrounding the magnitude and design of a new hire grant, which was not performance conditioned. While there are some concerns regarding the company's one-time move to semi-annual performance goals in the FY21 incentive program, LTI changes are reasonable and do not appear to have drastically altered payouts for the most recently completed performance cycle.The company did make several improvements to the pay program in FY21. Performance equity now constitutes 70 percent of the CEO's LTI pay mix, and his STI is predominantly based on pre-set financial metrics. Further, the company's financial performance has been very strong, and the quantitative incentive goals appear rigorous. Nevertheless, shareholders are advised to continue to closely monitor pay.
Microsoft Corporation	30-Nov-21	Management	14	Yes	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that:" The purchase price is reasonable;" The number of shares reserved is relatively conservative; and" The offering period is within the prescribed limits.
Microsoft Corporation	30-Nov-21	Management	15	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Microsoft Corporation	30-Nov-21	Shareholder	16	Yes	Report on Gender/Racial Pay Gap	Against	For	For	For	A vote FOR this proposal is warranted, as shareholders could benefit from the median pay gap statistics that would allow them to compare and measure the progress of the company's diversity and inclusion initiatives.
Microsoft Corporation	30-Nov-21	Shareholder	17	Yes	Report on Effectiveness of Workplace Sexual Harassment Policy	Against	For	For	For	A vote FOR this proposal is warranted as the company faces potential controversies related to workplace sexual harassment and gender discrimination. Additional information on the company's sexual harassment policies and the implementation of these policies would help shareholders better assess how the company is addressing
Microsoft Corporation	30-Nov-21	Shareholder	18	Yes	Prohibit Sales of Facial Recognition Technology to All Governments	Against	Against	For	For	A vote FOR this proposal is warranted for the following reasons:" Shareholders would benefit from careful monitoring of Microsoft's development of policies and its use of evidence to determine the actual or potential threat that facial recognition technology poses to civil and human rights; and" Adoption of the proposal would result in more robust communication regarding the company's policies and oversight mechanisms, and allow shareholders to better assess the risks related to Microsoft's facial recognition development and sales processes.
Microsoft Corporation	30-Nov-21	Shareholder	19	Yes	Report on Implementation of the Fair Chance Business Pledge	Against	Against	For	For	A vote FOR this resolution is warranted, as shareholders would benefit from additional information allowing them to better assess how the company has implemented the Fair Chance Business Pledge and measure the progress of its various diversity and inclusion initiatives.
Microsoft Corporation	30-Nov-21	Shareholder	20	Yes	Report on Lobbying Activities Alignment with Company Policies	Against	For	For	For	A vote FOR this proposal is warranted, as a report on the congruency of the company's public position with its and its political partners' lobbying positions would provide shareholders needed information about reputational risks that may arise from publicity around perceived inconsistencies.
NetApp, Inc.	10-Sep-21	Management	1	Yes	Elect Director T. Michael Nevens	For	For	Against	Against	Votes AGAINST Thomas Michael Nevens, Gerald Held and George Shaheen are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
NetApp, Inc.	10-Sep-21	Management	2	Yes	Elect Director Deepak Ahuja	For	For	For	For	Votes AGAINST Thomas Michael Nevens, Gerald Held and George Shaheen are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
NetApp, Inc.	10-Sep-21	Management	3	Yes	Elect Director Gerald Held	For	For	Against	Against	Votes AGAINST Thomas Michael Nevens, Gerald Held and George Shaheen are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
NetApp, Inc.	10-Sep-21	Management	4	Yes	Elect Director Kathryn M. Hill	For	For	For	For	Votes AGAINST Thomas Michael Nevens, Gerald Held and George Shaheen are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
NetApp, Inc.	10-Sep-21	Management	5	Yes	Elect Director Deborah L. Kerr	For	For	For	For	Votes AGAINST Thomas Michael Nevens, Gerald Held and George Shaheen are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
NetApp, Inc.	10-Sep-21	Management	6	Yes	Elect Director George Kurian	For	For	For	For	Votes AGAINST Thomas Michael Nevens, Gerald Held and George Shaheen are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
NetApp, Inc.	10-Sep-21	Management	7	Yes	Elect Director Carrie Palin	For	For	For	For	Votes AGAINST Thomas Michael Nevens, Gerald Held and George Shaheen are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
NetApp, Inc.	10-Sep-21	Management	8	Yes	Elect Director Scott F. Schenkel	For	For	For	For	Votes AGAINST Thomas Michael Nevens, Gerald Held and George Shaheen are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
NetApp, Inc.	10-Sep-21	Management	9	Yes	Elect Director George T. Shaheen	For	For	Against	Against	Votes AGAINST Thomas Michael Nevens, Gerald Held and George Shaheen are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
NetApp, Inc.	10-Sep-21	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives were based on pre-set financial metrics and a majority of long-term incentives consisted of performance-conditioned equity awards. In addition, long-term performance equity utilizes a multi-year
NetApp, Inc.	10-Sep-21	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because:" the non-auditing consulting fees represent more than 25 percent of total fees paid; and* the auditor's tenure at the company exceeds seven years.
NetApp, Inc.	10-Sep-21	Management	12	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the plan administrator may provide loans to exercise option awards.
NetApp, Inc.	10-Sep-21	Management	13	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that:" The purchase price is reasonable;" The shares reserved is relatively conservative; and* The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
NetApp, Inc.	10-Sep-21	Management	14	Yes	Provide Right to Act by Written Consent	For	For	For	For	A vote FOR this proposal is warranted given that the ability to act by written consent would give shareholders an additional means to act on matters between annual
NetApp, Inc.	10-Sep-21	Shareholder	15	Yes	Provide Right to Act by Written Consent	Against	For	For	For	A vote FOR this proposal is warranted given that the ability to act by written consent would enhance shareholder rights.
News Corporation	17-Nov-21	Management	1	Yes	Elect Director K. Rupert Murdoch	For	For	For	For	Votes AGAINST Ana Paula Pessoa are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is
News Corporation	17-Nov-21	Management	2	Yes	Elect Director Lachlan K. Murdoch	For	For	For	For	Votes AGAINST Ana Paula Pessoa are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is
News Corporation	17-Nov-21	Management	3	Yes	Elect Director Robert J. Thomson	For	For	For	For	Votes AGAINST Ana Paula Pessoa are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is
News Corporation	17-Nov-21	Management	4	Yes	Elect Director Kelly Ayotte	For	For	For	For	Votes AGAINST Ana Paula Pessoa are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is
News Corporation	17-Nov-21	Management	5	Yes	Elect Director Jose Maria Aznar	For	For	For	For	Votes AGAINST Ana Paula Pessoa are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is
News Corporation	17-Nov-21	Management	6	Yes	Elect Director Natalie Bancroft	For	For	For	For	Votes AGAINST Ana Paula Pessoa are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is
News Corporation	17-Nov-21	Management	7	Yes	Elect Director Peter L. Barnes	For	For	For	For	Votes AGAINST Ana Paula Pessoa are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is
News Corporation	17-Nov-21	Management	8	Yes	Elect Director Ana Paula Pessoa	For	For	Against	Against	Votes AGAINST Ana Paula Pessoa are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is
News Corporation	17-Nov-21	Management	9	Yes	Elect Director Masroor Siddiqui	For	For	For	For	Votes AGAINST Ana Paula Pessoa are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is
News Corporation	17-Nov-21	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
News Corporation	17-Nov-21	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to the provision of excessive life insurance perquisite to the CEO. Furthermore, concerns continue to be raised regarding the rigor of the annual incentive program, with objectives set below the prior year's results for the second year in a row and a large subjective component, as well as incomplete disclosure surrounding performance share objectives.
News Corporation	17-Nov-21	Shareholder	12	Yes	Adopt Simple Majority Vote	Against	For	For	For	A vote FOR this proposal is warranted given that elimination of the supermajority vote requirement would enhance shareholder rights.
NIKE, Inc.	06-Oct-21	Management	1	Yes	Elect Director Alan B. Graf, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Alan Graf Jr. are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
NIKE, Inc.	06-Oct-21	Management	2	Yes	Elect Director Peter B. Henry	For	For	For	For	WITHHOLD votes for non-independent nominee Alan Graf Jr. are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
NIKE, Inc.	06-Oct-21	Management	3	Yes	Elect Director Michelle A. Peluso	For	For	For	For	WITHHOLD votes for non-independent nominee Alan Graf Jr. are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
NIKE, Inc.	06-Oct-21	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. Although the compensation committee was adequately responsive to shareholder concerns following last year's low say-on-pay vote result, pay-for-performance concerns were unmitigated for the year in review. The annual bonus was based on pre-set objective metrics, and the adjustments the company made due to the effects of the pandemic were reasonable and well-disclosed. However, the structure of the long-term program is concerning. The performance-vesting portion of the LTI program makes up approximately only one-third of the total LTI by value, resulting in an overemphasis of time-vesting awards. The proxy also does not indicate that the proportion of time-vested to performance-conditioned awards will change in FY22. The company also provided insufficient disclosure regarding the large matching charitable contributions. There are also concerns regarding the pay levels of the Executive Chairman, which exceeded the total median CEO pay in the company's peer group, without compelling rationale.
NIKE, Inc.	06-Oct-21	Management	5	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
NIKE, Inc.	06-Oct-21	Shareholder	6	Yes	Report on Political Contributions Disclosure	Against	For	For	For	A vote FOR this proposal is warranted, as more comprehensive information regarding Nike's political contribution spending and nonprofit organization participation would enable shareholders to have a more comprehensive understanding of the company's political activities. The company's board states that it has approved updates to its current political contributions policy to increase transparency and oversight, however, those will not take effect until January 2022.
NIKE, Inc.	06-Oct-21	Shareholder	7	Yes	Report on Human Rights Impact Assessment	Against	Against	For	For	A vote FOR this proposal is warranted, as additional information regarding the processes the company uses to assess human rights impacts in its operations and supply chain would allow shareholders to better gauge how well Nike is managing human rights related risks.
NIKE, Inc.	06-Oct-21	Shareholder	8	Yes	Report on Median Gender/Racial Pay Gap	Against	Against	For	For	A vote FOR this proposal is warranted, as shareholders would benefit from additional information allowing them to better measure the progress of the company's diversity and inclusion initiatives and its management of related risks.
NIKE, Inc.	06-Oct-21	Shareholder	9	Yes	Report on Diversity and Inclusion Efforts	Against	Against	For	For	A vote FOR this resolution is warranted, as additional diversity-related disclosure would allow shareholders to better assess the effectiveness of the company's diversity and inclusion efforts and its management of related risks.
NortonLifeLock Inc.	14-Sep-21	Management	1	Yes	Elect Director Susan P. Barsamian	For	For	For	For	Votes AGAINST Frank Dangeard are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
NortonLifeLock Inc.	14-Sep-21	Management	2	Yes	Elect Director Eric K. Brandt	For	For	For	For	Votes AGAINST Frank Dangeard are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
NortonLifeLock Inc.	14-Sep-21	Management	3	Yes	Elect Director Frank E. Dangeard	For	For	Against	Against	Votes AGAINST Frank Dangeard are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
NortonLifeLock Inc.	14-Sep-21	Management	4	Yes	Elect Director Nora M. Denzel	For	For	For	For	Votes AGAINST Frank Dangeard are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
NortonLifeLock Inc.	14-Sep-21	Management	5	Yes	Elect Director Peter A. Feld	For	For	For	For	Votes AGAINST Frank Dangeard are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
NortonLifeLock Inc.	14-Sep-21	Management	6	Yes	Elect Director Kenneth Y. Hao	For	For	For	For	Votes AGAINST Frank Dangeard are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
NortonLifeLock Inc.	14-Sep-21	Management	7	Yes	Elect Director Emily Heath	For	For	For	For	Votes AGAINST Frank Dangeard are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
NortonLifeLock Inc.	14-Sep-21	Management	8	Yes	Elect Director Vincent Pilette	For	For	For	For	Votes AGAINST Frank Dangeard are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
NortonLifeLock Inc.	14-Sep-21	Management	9	Yes	Elect Director Sherrese M. Smith	For	For	For	For	Votes AGAINST Frank Dangeard are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
NortonLifeLock Inc.	14-Sep-21	Management	10	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
NortonLifeLock Inc.	14-Sep-21	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While disclosure of certain goals in the annual incentive program is limited, the company continues to base the majority of its pay on financial performance metrics and utilizes a multi-year performance period for the majority of its equity grants, resulting in an alignment between CEO pay and company performance for the year in review.
NortonLifeLock Inc.	14-Sep-21	Shareholder	12	Yes	Require Independent Board Chair	Against	For	For	For	A vote FOR this proposal is warranted as shareholders would benefit from a policy requiring more independent oversight of management in the form of an board independent chair.
NortonLifeLock Inc.	04-Nov-21	Management	1	Yes	Issue Shares in Connection with Merger	For	For	For	For	Despite the moderate decline of NLOK shares since the unaffected date and the debt that NLOK shareholders will assume post-transaction, given the solid strategic rationale, substantial expected cost savings, and reasonable valuation, support FOR the transaction is warranted.
NortonLifeLock Inc.	04-Nov-21	Management	2	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted, as the underlying transaction merits support.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Nutanix, Inc.	10-Dec-21	Management	1	Yes	Elect Director Craig Conway	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent director nominees Virginia Gambale, Craig Conway and Brian Stevens are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.WITHHOLD votes for Virginia Gambale, Craig Conway, and Brian Stevens are further warranted for failure to remove the problematic dual-class capital structure or subject it to a less onerous sunset requirement.
Nutanix, Inc.	10-Dec-21	Management	2	Yes	Elect Director Virginia Gambale	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent director nominees Virginia Gambale, Craig Conway and Brian Stevens are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.WITHHOLD votes for Virginia Gambale, Craig Conway, and Brian Stevens are further warranted for failure to remove the problematic dual-class capital structure or subject it to a less onerous sunset requirement.
Nutanix, Inc.	10-Dec-21	Management	3	Yes	Elect Director Brian Stevens	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent director nominees Virginia Gambale, Craig Conway and Brian Stevens are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.WITHHOLD votes for Virginia Gambale, Craig Conway, and Brian Stevens are further warranted for failure to remove the problematic dual-class capital structure or subject it to a less onerous sunset requirement.
Nutanix, Inc.	10-Dec-21	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Nutanix, Inc.	10-Dec-21	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A pay-for-performance misalignment exists for the year in review; however, mitigating factors have been identified. Elevated pay levels for the CEO are largely driven by make-whole awards based on forfeited equity from a previous employer. A majority of the make-whole awards utilized performance conditions with rigorous targets. Furthermore, the annual LTI program in FY22 will be half in performance-conditioned equity with a multi-year performance period. Meanwhile, the annual bonus was based on pre-set objective metrics, though a concern is noted regarding the lack of disclosure of performance targets for two of the metrics. Therefore, on balance, support FOR the proposal is warranted.
Oracle Corporation	10-Nov-21	Management	1	Yes	Elect Director Jeffrey S. Berg	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lawrence (Larry) Ellison, Safra Catz, George Conrades, Jeffrey Berg, Michael Boskin, Bruce Chizen, Jeffrey Henley, Renee James, Naomi Seligman and Vishal Sikka are warranted for lack of a majority independent board.WITHHOLD votes for George Conrades, Jeffrey Berg, Michael Boskin, Bruce Chizen and Naomi Seligman are also warranted for serving as non-independent members of certain key board committees.WITHHOLD votes for incumbent Governance Committee members Bruce Chizen, Leon Panetta, William Parrett, and Jeffrey Berg are warranted for the substantial pledging activity and significant concerns regarding risk oversight.WITHHOLD votes for incumbent Compensation Committee members George Conrades, Charles (Wick) Moorman IV, Leon Panetta, and Naomi Seligman are warranted for insufficient responsiveness to low support for last year's say-on-pay proposal.A vote FOR Rona Fairhead is
Oracle Corporation	10-Nov-21	Management	2	Yes	Elect Director Michael J. Boskin	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lawrence (Larry) Ellison, Safra Catz, George Conrades, Jeffrey Berg, Michael Boskin, Bruce Chizen, Jeffrey Henley, Renee James, Naomi Seligman and Vishal Sikka are warranted for lack of a majority independent board.WITHHOLD votes for George Conrades, Jeffrey Berg, Michael Boskin, Bruce Chizen and Naomi Seligman are also warranted for serving as non-independent members of certain key board committees.WITHHOLD votes for incumbent Governance Committee members Bruce Chizen, Leon Panetta, William Parrett, and Jeffrey Berg are warranted for the substantial pledging activity and significant concerns regarding risk oversight.WITHHOLD votes for incumbent Compensation Committee members George Conrades, Charles (Wick) Moorman IV, Leon Panetta, and Naomi Seligman are warranted for insufficient responsiveness to low support for last year's say-on-pay proposal.A vote FOR Rona Fairhead is
Oracle Corporation	10-Nov-21	Management	3	Yes	Elect Director Safra A. Catz	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lawrence (Larry) Ellison, Safra Catz, George Conrades, Jeffrey Berg, Michael Boskin, Bruce Chizen, Jeffrey Henley, Renee James, Naomi Seligman and Vishal Sikka are warranted for lack of a majority independent board.WITHHOLD votes for George Conrades, Jeffrey Berg, Michael Boskin, Bruce Chizen and Naomi Seligman are also warranted for serving as non-independent members of certain key board committees.WITHHOLD votes for incumbent Governance Committee members Bruce Chizen, Leon Panetta, William Parrett, and Jeffrey Berg are warranted for the substantial pledging activity and significant concerns regarding risk oversight.WITHHOLD votes for incumbent Compensation Committee members George Conrades, Charles (Wick) Moorman IV, Leon Panetta, and Naomi Seligman are warranted for insufficient responsiveness to low support for last year's say-on-pay proposal.A vote FOR Rona Fairhead is

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STATE STREET GLOBAL ADVISORS PROXY REPORTS - JULY THROUGH DECEMBER, 2021 COMPARED TO ISS AND PUBLIC FUND POLICY RECOMMENDATIONS										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Oracle Corporation	10-Nov-21	Management	4	Yes	Elect Director Bruce R. Chizen	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lawrence (Larry) Ellison, Safra Catz, George Conrades, Jeffrey Berg, Michael Boskin, Bruce Chizen, Jeffrey Henley, Renee James, Naomi Seligman and Vishal Sikka are warranted for lack of a majority independent board.WITHHOLD votes for George Conrades, Jeffrey Berg, Michael Boskin, Bruce Chizen and Naomi Seligman are also warranted for serving as non-independent members of certain key board committees.WITHHOLD votes for incumbent Governance Committee members Bruce Chizen, Leon Panetta, William Parrett, and Jeffrey Berg are warranted for the substantial pledging activity and significant concerns regarding risk oversight.WITHHOLD votes for incumbent Compensation Committee members George Conrades, Charles (Wick) Moorman IV, Leon Panetta, and Naomi Seligman are warranted for insufficient responsiveness to low support for last year's say-on-pay proposal.A vote FOR Rona Fairhead is
Oracle Corporation	10-Nov-21	Management	5	Yes	Elect Director George H. Conrades	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lawrence (Larry) Ellison, Safra Catz, George Conrades, Jeffrey Berg, Michael Boskin, Bruce Chizen, Jeffrey Henley, Renee James, Naomi Seligman and Vishal Sikka are warranted for lack of a majority independent board.WITHHOLD votes for George Conrades, Jeffrey Berg, Michael Boskin, Bruce Chizen and Naomi Seligman are also warranted for serving as non-independent members of certain key board committees.WITHHOLD votes for incumbent Governance Committee members Bruce Chizen, Leon Panetta, William Parrett, and Jeffrey Berg are warranted for the substantial pledging activity and significant concerns regarding risk oversight.WITHHOLD votes for incumbent Compensation Committee members George Conrades, Charles (Wick) Moorman IV, Leon Panetta, and Naomi Seligman are warranted for insufficient responsiveness to low support for last year's say-on-pay proposal.A vote FOR Rona Fairhead is
Oracle Corporation	10-Nov-21	Management	6	Yes	Elect Director Lawrence J. Ellison	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lawrence (Larry) Ellison, Safra Catz, George Conrades, Jeffrey Berg, Michael Boskin, Bruce Chizen, Jeffrey Henley, Renee James, Naomi Seligman and Vishal Sikka are warranted for lack of a majority independent board.WITHHOLD votes for George Conrades, Jeffrey Berg, Michael Boskin, Bruce Chizen and Naomi Seligman are also warranted for serving as non-independent members of certain key board committees.WITHHOLD votes for incumbent Governance Committee members Bruce Chizen, Leon Panetta, William Parrett, and Jeffrey Berg are warranted for the substantial pledging activity and significant concerns regarding risk oversight.WITHHOLD votes for incumbent Compensation Committee members George Conrades, Charles (Wick) Moorman IV, Leon Panetta, and Naomi Seligman are warranted for insufficient responsiveness to low support for last year's say-on-pay proposal.A vote FOR Rona Fairhead is
Oracle Corporation	10-Nov-21	Management	7	Yes	Elect Director Rona A. Fairhead	For	For	For	For	WITHHOLD votes for non-independent nominees Lawrence (Larry) Ellison, Safra Catz, George Conrades, Jeffrey Berg, Michael Boskin, Bruce Chizen, Jeffrey Henley, Renee James, Naomi Seligman and Vishal Sikka are warranted for lack of a majority independent board.WITHHOLD votes for George Conrades, Jeffrey Berg, Michael Boskin, Bruce Chizen and Naomi Seligman are also warranted for serving as non-independent members of certain key board committees.WITHHOLD votes for incumbent Governance Committee members Bruce Chizen, Leon Panetta, William Parrett, and Jeffrey Berg are warranted for the substantial pledging activity and significant concerns regarding risk oversight.WITHHOLD votes for incumbent Compensation Committee members George Conrades, Charles (Wick) Moorman IV, Leon Panetta, and Naomi Seligman are warranted for insufficient responsiveness to low support for last year's say-on-pay proposal.A vote FOR Rona Fairhead is
Oracle Corporation	10-Nov-21	Management	8	Yes	Elect Director Jeffrey O. Henley	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lawrence (Larry) Ellison, Safra Catz, George Conrades, Jeffrey Berg, Michael Boskin, Bruce Chizen, Jeffrey Henley, Renee James, Naomi Seligman and Vishal Sikka are warranted for lack of a majority independent board.WITHHOLD votes for George Conrades, Jeffrey Berg, Michael Boskin, Bruce Chizen and Naomi Seligman are also warranted for serving as non-independent members of certain key board committees.WITHHOLD votes for incumbent Governance Committee members Bruce Chizen, Leon Panetta, William Parrett, and Jeffrey Berg are warranted for the substantial pledging activity and significant concerns regarding risk oversight.WITHHOLD votes for incumbent Compensation Committee members George Conrades, Charles (Wick) Moorman IV, Leon Panetta, and Naomi Seligman are warranted for insufficient responsiveness to low support for last year's say-on-pay proposal.A vote FOR Rona Fairhead is
Oracle Corporation	10-Nov-21	Management	9	Yes	Elect Director Renee J. James	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lawrence (Larry) Ellison, Safra Catz, George Conrades, Jeffrey Berg, Michael Boskin, Bruce Chizen, Jeffrey Henley, Renee James, Naomi Seligman and Vishal Sikka are warranted for lack of a majority independent board.WITHHOLD votes for George Conrades, Jeffrey Berg, Michael Boskin, Bruce Chizen and Naomi Seligman are also warranted for serving as non-independent members of certain key board committees.WITHHOLD votes for incumbent Governance Committee members Bruce Chizen, Leon Panetta, William Parrett, and Jeffrey Berg are warranted for the substantial pledging activity and significant concerns regarding risk oversight.WITHHOLD votes for incumbent Compensation Committee members George Conrades, Charles (Wick) Moorman IV, Leon Panetta, and Naomi Seligman are warranted for insufficient responsiveness to low support for last year's say-on-pay proposal.A vote FOR Rona Fairhead is

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Oracle Corporation	10-Nov-21	Management	10	Yes	Elect Director Charles W. Moorman, IV	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lawrence (Larry) Ellison, Safra Catz, George Conrades, Jeffrey Berg, Michael Boskin, Bruce Chizen, Jeffrey Henley, Renee James, Naomi Seligman and Vishal Sikka are warranted for lack of a majority independent board.WITHHOLD votes for George Conrades, Jeffrey Berg, Michael Boskin, Bruce Chizen and Naomi Seligman are also warranted for serving as non-independent members of certain key board committees.WITHHOLD votes for incumbent Governance Committee members Bruce Chizen, Leon Panetta, William Parrett, and Jeffrey Berg are warranted for the substantial pledging activity and significant concerns regarding risk oversight.WITHHOLD votes for incumbent Compensation Committee members George Conrades, Charles (Wick) Moorman IV, Leon Panetta, and Naomi Seligman are warranted for insufficient responsiveness to low support for last year's say-on-pay proposal.A vote FOR Rona Fairhead is
Oracle Corporation	10-Nov-21	Management	11	Yes	Elect Director Leon E. Panetta	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lawrence (Larry) Ellison, Safra Catz, George Conrades, Jeffrey Berg, Michael Boskin, Bruce Chizen, Jeffrey Henley, Renee James, Naomi Seligman and Vishal Sikka are warranted for lack of a majority independent board.WITHHOLD votes for George Conrades, Jeffrey Berg, Michael Boskin, Bruce Chizen and Naomi Seligman are also warranted for serving as non-independent members of certain key board committees.WITHHOLD votes for incumbent Governance Committee members Bruce Chizen, Leon Panetta, William Parrett, and Jeffrey Berg are warranted for the substantial pledging activity and significant concerns regarding risk oversight.WITHHOLD votes for incumbent Compensation Committee members George Conrades, Charles (Wick) Moorman IV, Leon Panetta, and Naomi Seligman are warranted for insufficient responsiveness to low support for last year's say-on-pay proposal.A vote FOR Rona Fairhead is
Oracle Corporation	10-Nov-21	Management	12	Yes	Elect Director William G. Parrett	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lawrence (Larry) Ellison, Safra Catz, George Conrades, Jeffrey Berg, Michael Boskin, Bruce Chizen, Jeffrey Henley, Renee James, Naomi Seligman and Vishal Sikka are warranted for lack of a majority independent board.WITHHOLD votes for George Conrades, Jeffrey Berg, Michael Boskin, Bruce Chizen and Naomi Seligman are also warranted for serving as non-independent members of certain key board committees.WITHHOLD votes for incumbent Governance Committee members Bruce Chizen, Leon Panetta, William Parrett, and Jeffrey Berg are warranted for the substantial pledging activity and significant concerns regarding risk oversight.WITHHOLD votes for incumbent Compensation Committee members George Conrades, Charles (Wick) Moorman IV, Leon Panetta, and Naomi Seligman are warranted for insufficient responsiveness to low support for last year's say-on-pay proposal.A vote FOR Rona Fairhead is
Oracle Corporation	10-Nov-21	Management	13	Yes	Elect Director Naomi O. Seligman	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lawrence (Larry) Ellison, Safra Catz, George Conrades, Jeffrey Berg, Michael Boskin, Bruce Chizen, Jeffrey Henley, Renee James, Naomi Seligman and Vishal Sikka are warranted for lack of a majority independent board.WITHHOLD votes for George Conrades, Jeffrey Berg, Michael Boskin, Bruce Chizen and Naomi Seligman are also warranted for serving as non-independent members of certain key board committees.WITHHOLD votes for incumbent Governance Committee members Bruce Chizen, Leon Panetta, William Parrett, and Jeffrey Berg are warranted for the substantial pledging activity and significant concerns regarding risk oversight.WITHHOLD votes for incumbent Compensation Committee members George Conrades, Charles (Wick) Moorman IV, Leon Panetta, and Naomi Seligman are warranted for insufficient responsiveness to low support for last year's say-on-pay proposal.A vote FOR Rona Fairhead is
Oracle Corporation	10-Nov-21	Management	14	Yes	Elect Director Vishal Sikka	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lawrence (Larry) Ellison, Safra Catz, George Conrades, Jeffrey Berg, Michael Boskin, Bruce Chizen, Jeffrey Henley, Renee James, Naomi Seligman and Vishal Sikka are warranted for lack of a majority independent board.WITHHOLD votes for George Conrades, Jeffrey Berg, Michael Boskin, Bruce Chizen and Naomi Seligman are also warranted for serving as non-independent members of certain key board committees.WITHHOLD votes for incumbent Governance Committee members Bruce Chizen, Leon Panetta, William Parrett, and Jeffrey Berg are warranted for the substantial pledging activity and significant concerns regarding risk oversight.WITHHOLD votes for incumbent Compensation Committee members George Conrades, Charles (Wick) Moorman IV, Leon Panetta, and Naomi Seligman are warranted for insufficient responsiveness to low support for last year's say-on-pay proposal.A vote FOR Rona Fairhead is
Oracle Corporation	10-Nov-21	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The compensation committee demonstrated poor responsiveness to last year's low say-on-pay vote, which has received low support for several years. While the company has provided disclosure surrounding shareholders' concerns and the board's contemplation of such concerns, the company extended the performance period of large outstanding front-loaded awards. This is especially concerning as the board previously made a commitment to maintain the existing terms of the outstanding awards, as disclosed in the prior year's proxy. In addition to contradicting a prior commitment, the act of modifying previously granted awards is generally considered problematic by many investors, and such concerns are exacerbated given the magnitude of these front-loaded awards. Further, there are ongoing concerns with the use of a discretionary bonus structure for one NEO and entirely time-vesting equity awards for certain NEOs. Moreover, the company continues to provide excessive security perquisite to Chair Ellison.
Oracle Corporation	10-Nov-21	Management	16	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because:The company's potential Voting Power Dilution (VPD) for all incentive plans of 18.63 percent is excessive; andThe company's three-year average burn rate is excessive.

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Oracle Corporation	10-Nov-21	Management	17	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Oracle Corporation	10-Nov-21	Shareholder	18	Yes	Report on Racial Equity Audit	Against	For	For	For	A vote FOR this resolution is warranted, as an independent racial audit would help shareholders better assess how Oracle is managing and overseeing risks related to the use of its facial recognition technology, particularly given growing privacy, civil rights and racial bias concerns associated with the use of the technology.
Oracle Corporation	10-Nov-21	Shareholder	19	Yes	Require Independent Board Chair	Against	For	For	For	A vote FOR this proposal is warranted as shareholders would benefit from a policy requiring more independent oversight of management in the form of an independent chairman.
Oracle Corporation	10-Nov-21	Shareholder	20	Yes	Report on Political Contributions	Against	Against	Against	Against	A vote AGAINST this proposal is warranted as requiring outside political organizations to disclose their political spending appears to be outside the company's control.
Palo Alto Networks, Inc.	14-Dec-21	Management	1	Yes	Elect Director John M. Donovan	For	For	For	For	A vote FOR the director nominees is warranted.
Palo Alto Networks, Inc.	14-Dec-21	Management	2	Yes	Elect Director John Key	For	For	For	For	A vote FOR the director nominees is warranted.
Palo Alto Networks, Inc.	14-Dec-21	Management	3	Yes	Elect Director Mary Pat McCarthy	For	For	For	For	A vote FOR the director nominees is warranted.
Palo Alto Networks, Inc.	14-Dec-21	Management	4	Yes	Elect Director Nir Zuk	For	For	For	For	A vote FOR the director nominees is warranted.
Palo Alto Networks, Inc.	14-Dec-21	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Palo Alto Networks, Inc.	14-Dec-21	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted, with caution. Following last year's failed say-on-pay vote result, the compensation committee engaged with shareholders and made several improvements in response to shareholders' concerns. Notably, FY21 and FY22 equity awards are 100 percent performance based, disclosure of target goals improved, and the committee intends for future annual LTI awards to be at least 75 percent performance based. In addition, for FY22, the company eliminated duplicate performance metrics in the STI and LTI programs, and equity awards will utilize a multi-year performance period. For the year in review, some concerns are raised surrounding duplicate metrics in the FY21 STI and LTI program, in addition to the magnitude of the CEO's equity awards, though the committee addressed certain of these concerns going forward. Specifically, the company discloses that grant values have decreased, and will continue to significantly in FY22, in light of investor feedback in recent years. There is also some concern raised regarding the CEO's relatively high security costs. Shareholders are advised to continue to closely monitor pay program decisions going forward.
Palo Alto Networks, Inc.	14-Dec-21	Management	7	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the plan allows for company loans to officers for the exercise of options.
Parker-Hannifin Corporation	27-Oct-21	Management	1	Yes	Elect Director Lee C. Banks	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas (Tom) Williams, James Wainscott, Lee Banks, Linda Harty, Joseph Scaminace and Ake Svensson are warranted for lack of a majority independent board. Votes AGAINST James Wainscott, Linda Harty, Joseph Scaminace and Ake Svensson are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Jillian Evanko are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Parker-Hannifin Corporation	27-Oct-21	Management	2	Yes	Elect Director Jillian C. Evanko	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas (Tom) Williams, James Wainscott, Lee Banks, Linda Harty, Joseph Scaminace and Ake Svensson are warranted for lack of a majority independent board. Votes AGAINST James Wainscott, Linda Harty, Joseph Scaminace and Ake Svensson are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Jillian Evanko are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Parker-Hannifin Corporation	27-Oct-21	Management	3	Yes	Elect Director Lance M. Fritz	For	For	For	For	Votes AGAINST non-independent nominees Thomas (Tom) Williams, James Wainscott, Lee Banks, Linda Harty, Joseph Scaminace and Ake Svensson are warranted for lack of a majority independent board. Votes AGAINST James Wainscott, Linda Harty, Joseph Scaminace and Ake Svensson are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Jillian Evanko are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Parker-Hannifin Corporation	27-Oct-21	Management	4	Yes	Elect Director Linda A. Harty	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas (Tom) Williams, James Wainscott, Lee Banks, Linda Harty, Joseph Scaminace and Ake Svensson are warranted for lack of a majority independent board. Votes AGAINST James Wainscott, Linda Harty, Joseph Scaminace and Ake Svensson are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Jillian Evanko are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Parker-Hannifin Corporation	27-Oct-21	Management	5	Yes	Elect Director William F. Lacey	For	For	For	For	Votes AGAINST non-independent nominees Thomas (Tom) Williams, James Wainscott, Lee Banks, Linda Harty, Joseph Scaminace and Ake Svensson are warranted for lack of a majority independent board. Votes AGAINST James Wainscott, Linda Harty, Joseph Scaminace and Ake Svensson are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Jillian Evanko are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Parker-Hannifin Corporation	27-Oct-21	Management	6	Yes	Elect Director Kevin A. Lobo	For	For	For	For	Votes AGAINST non-independent nominees Thomas (Tom) Williams, James Wainscott, Lee Banks, Linda Harty, Joseph Scaminace and Ake Svensson are warranted for lack of a majority independent board. Votes AGAINST James Wainscott, Linda Harty, Joseph Scaminace and Ake Svensson are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Jillian Evanko are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

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Parker-Hannifin Corporation	27-Oct-21	Management	7	Yes	Elect Director Joseph Scaminace	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas (Tom) Williams, James Wainscott, Lee Banks, Linda Harty, Joseph Scaminace and Ake Svensson are warranted for lack of a majority independent board.Votes AGAINST James Wainscott, Linda Harty, Joseph Scaminace and Ake Svensson are also warranted for serving as non-independent members of a key board committee.Votes AGAINST Jillian Evanko are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
Parker-Hannifin Corporation	27-Oct-21	Management	8	Yes	Elect Director Ake Svensson	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas (Tom) Williams, James Wainscott, Lee Banks, Linda Harty, Joseph Scaminace and Ake Svensson are warranted for lack of a majority independent board.Votes AGAINST James Wainscott, Linda Harty, Joseph Scaminace and Ake Svensson are also warranted for serving as non-independent members of a key board committee.Votes AGAINST Jillian Evanko are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
Parker-Hannifin Corporation	27-Oct-21	Management	9	Yes	Elect Director Laura K. Thompson	For	For	For	For	Votes AGAINST non-independent nominees Thomas (Tom) Williams, James Wainscott, Lee Banks, Linda Harty, Joseph Scaminace and Ake Svensson are warranted for lack of a majority independent board.Votes AGAINST James Wainscott, Linda Harty, Joseph Scaminace and Ake Svensson are also warranted for serving as non-independent members of a key board committee.Votes AGAINST Jillian Evanko are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
Parker-Hannifin Corporation	27-Oct-21	Management	10	Yes	Elect Director James R. Verrier	For	For	For	For	Votes AGAINST non-independent nominees Thomas (Tom) Williams, James Wainscott, Lee Banks, Linda Harty, Joseph Scaminace and Ake Svensson are warranted for lack of a majority independent board.Votes AGAINST James Wainscott, Linda Harty, Joseph Scaminace and Ake Svensson are also warranted for serving as non-independent members of a key board committee.Votes AGAINST Jillian Evanko are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
Parker-Hannifin Corporation	27-Oct-21	Management	11	Yes	Elect Director James L. Wainscott	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas (Tom) Williams, James Wainscott, Lee Banks, Linda Harty, Joseph Scaminace and Ake Svensson are warranted for lack of a majority independent board.Votes AGAINST James Wainscott, Linda Harty, Joseph Scaminace and Ake Svensson are also warranted for serving as non-independent members of a key board committee.Votes AGAINST Jillian Evanko are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
Parker-Hannifin Corporation	27-Oct-21	Management	12	Yes	Elect Director Thomas L. Williams	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas (Tom) Williams, James Wainscott, Lee Banks, Linda Harty, Joseph Scaminace and Ake Svensson are warranted for lack of a majority independent board.Votes AGAINST James Wainscott, Linda Harty, Joseph Scaminace and Ake Svensson are also warranted for serving as non-independent members of a key board committee.Votes AGAINST Jillian Evanko are warranted for serving on more than two public boards while serving as a CEO of an outside company.A vote FOR the remaining director nominees is warranted.
Parker-Hannifin Corporation	27-Oct-21	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Parker-Hannifin Corporation	27-Oct-21	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because:• The company maintains change-in-control agreements with executives that contain a modified single-trigger provision;• Equity award arrangements provide for automatic accelerated vesting upon a change-in-control; and• The company provided a large life insurance perquisite to certain executives.
Paychex, Inc.	14-Oct-21	Management	1	Yes	Elect Director B. Thomas Golisano	For	For	Against	Against	Votes AGAINST non-independent nominees B. Thomas Golisano, Martin Mucci, Joseph Tucci, Joseph Doody, David Flaschen, and Joseph (Joe) Velli are warranted for lack of a majority independent board.Votes AGAINST Joseph Tucci, Joseph Doody, David Flaschen and Joseph (Joe) Velli are also warranted for serving as non-independent members of key board committees.Votes AGAINST incumbent Audit Committee members Thomas (Tom) Bonadio, Joseph Doody, David Flaschen, and Kara Wilson are warranted due to concerns regarding the effectiveness of the Audit Committee's risk oversight function in light of the pledging of a significant amount of the company's common stock.A vote FOR the remaining director nominees is
Paychex, Inc.	14-Oct-21	Management	2	Yes	Elect Director Thomas F. Bonadio	For	For	Against	Against	Votes AGAINST non-independent nominees B. Thomas Golisano, Martin Mucci, Joseph Tucci, Joseph Doody, David Flaschen, and Joseph (Joe) Velli are warranted for lack of a majority independent board.Votes AGAINST Joseph Tucci, Joseph Doody, David Flaschen and Joseph (Joe) Velli are also warranted for serving as non-independent members of key board committees.Votes AGAINST incumbent Audit Committee members Thomas (Tom) Bonadio, Joseph Doody, David Flaschen, and Kara Wilson are warranted due to concerns regarding the effectiveness of the Audit Committee's risk oversight function in light of the pledging of a significant amount of the company's common stock.A vote FOR the remaining director nominees is
Paychex, Inc.	14-Oct-21	Management	3	Yes	Elect Director Joseph G. Doody	For	For	Against	Against	Votes AGAINST non-independent nominees B. Thomas Golisano, Martin Mucci, Joseph Tucci, Joseph Doody, David Flaschen, and Joseph (Joe) Velli are warranted for lack of a majority independent board.Votes AGAINST Joseph Tucci, Joseph Doody, David Flaschen and Joseph (Joe) Velli are also warranted for serving as non-independent members of key board committees.Votes AGAINST incumbent Audit Committee members Thomas (Tom) Bonadio, Joseph Doody, David Flaschen, and Kara Wilson are warranted due to concerns regarding the effectiveness of the Audit Committee's risk oversight function in light of the pledging of a significant amount of the company's common stock.A vote FOR the remaining director nominees is

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Paychex, Inc.	14-Oct-21	Management	4	Yes	Elect Director David J.S. Flaschen	For	For	Against	Against	Votes AGAINST non-independent nominees B. Thomas Golisano, Martin Mucci, Joseph Tucci, Joseph Doody, David Flaschen, and Joseph (Joe) Velli are warranted for lack of a majority independent board.Votes AGAINST Joseph Tucci, Joseph Doody, David Flaschen and Joseph (Joe) Velli are also warranted for serving as non-independent members of key board committees.Votes AGAINST incumbent Audit Committee members Thomas (Tom) Bonadio, Joseph Doody, David Flaschen, and Kara Wilson are warranted due to concerns regarding the effectiveness of the Audit Committee's risk oversight function in light of the pledging of a significant amount of the company's common stock.A vote FOR the remaining director nominees is
Paychex, Inc.	14-Oct-21	Management	5	Yes	Elect Director Pamela A. Joseph	For	For	For	For	Votes AGAINST non-independent nominees B. Thomas Golisano, Martin Mucci, Joseph Tucci, Joseph Doody, David Flaschen, and Joseph (Joe) Velli are warranted for lack of a majority independent board.Votes AGAINST Joseph Tucci, Joseph Doody, David Flaschen and Joseph (Joe) Velli are also warranted for serving as non-independent members of key board committees.Votes AGAINST incumbent Audit Committee members Thomas (Tom) Bonadio, Joseph Doody, David Flaschen, and Kara Wilson are warranted due to concerns regarding the effectiveness of the Audit Committee's risk oversight function in light of the pledging of a significant amount of the company's common stock.A vote FOR the remaining director nominees is
Paychex, Inc.	14-Oct-21	Management	6	Yes	Elect Director Martin Mucci	For	For	Against	Against	Votes AGAINST non-independent nominees B. Thomas Golisano, Martin Mucci, Joseph Tucci, Joseph Doody, David Flaschen, and Joseph (Joe) Velli are warranted for lack of a majority independent board.Votes AGAINST Joseph Tucci, Joseph Doody, David Flaschen and Joseph (Joe) Velli are also warranted for serving as non-independent members of key board committees.Votes AGAINST incumbent Audit Committee members Thomas (Tom) Bonadio, Joseph Doody, David Flaschen, and Kara Wilson are warranted due to concerns regarding the effectiveness of the Audit Committee's risk oversight function in light of the pledging of a significant amount of the company's common stock.A vote FOR the remaining director nominees is
Paychex, Inc.	14-Oct-21	Management	7	Yes	Elect Director Kevin A. Price	For	For	For	For	Votes AGAINST non-independent nominees B. Thomas Golisano, Martin Mucci, Joseph Tucci, Joseph Doody, David Flaschen, and Joseph (Joe) Velli are warranted for lack of a majority independent board.Votes AGAINST Joseph Tucci, Joseph Doody, David Flaschen and Joseph (Joe) Velli are also warranted for serving as non-independent members of key board committees.Votes AGAINST incumbent Audit Committee members Thomas (Tom) Bonadio, Joseph Doody, David Flaschen, and Kara Wilson are warranted due to concerns regarding the effectiveness of the Audit Committee's risk oversight function in light of the pledging of a significant amount of the company's common stock.A vote FOR the remaining director nominees is
Paychex, Inc.	14-Oct-21	Management	8	Yes	Elect Director Joseph M. Tucci	For	For	Against	Against	Votes AGAINST non-independent nominees B. Thomas Golisano, Martin Mucci, Joseph Tucci, Joseph Doody, David Flaschen, and Joseph (Joe) Velli are warranted for lack of a majority independent board.Votes AGAINST Joseph Tucci, Joseph Doody, David Flaschen and Joseph (Joe) Velli are also warranted for serving as non-independent members of key board committees.Votes AGAINST incumbent Audit Committee members Thomas (Tom) Bonadio, Joseph Doody, David Flaschen, and Kara Wilson are warranted due to concerns regarding the effectiveness of the Audit Committee's risk oversight function in light of the pledging of a significant amount of the company's common stock.A vote FOR the remaining director nominees is
Paychex, Inc.	14-Oct-21	Management	9	Yes	Elect Director Joseph M. Velli	For	For	Against	Against	Votes AGAINST non-independent nominees B. Thomas Golisano, Martin Mucci, Joseph Tucci, Joseph Doody, David Flaschen, and Joseph (Joe) Velli are warranted for lack of a majority independent board.Votes AGAINST Joseph Tucci, Joseph Doody, David Flaschen and Joseph (Joe) Velli are also warranted for serving as non-independent members of key board committees.Votes AGAINST incumbent Audit Committee members Thomas (Tom) Bonadio, Joseph Doody, David Flaschen, and Kara Wilson are warranted due to concerns regarding the effectiveness of the Audit Committee's risk oversight function in light of the pledging of a significant amount of the company's common stock.A vote FOR the remaining director nominees is
Paychex, Inc.	14-Oct-21	Management	10	Yes	Elect Director Kara Wilson	For	For	Against	Against	Votes AGAINST non-independent nominees B. Thomas Golisano, Martin Mucci, Joseph Tucci, Joseph Doody, David Flaschen, and Joseph (Joe) Velli are warranted for lack of a majority independent board.Votes AGAINST Joseph Tucci, Joseph Doody, David Flaschen and Joseph (Joe) Velli are also warranted for serving as non-independent members of key board committees.Votes AGAINST incumbent Audit Committee members Thomas (Tom) Bonadio, Joseph Doody, David Flaschen, and Kara Wilson are warranted due to concerns regarding the effectiveness of the Audit Committee's risk oversight function in light of the pledging of a significant amount of the company's common stock.A vote FOR the remaining director nominees is
Paychex, Inc.	14-Oct-21	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Annual incentives were linked primarily to financial goals, however, there are concerns regarding significant COVID-19 related modifications to incentive awards. The modifications to closing-cycle LTI awards increased the payouts significantly, and the compensation committee also chose to award only time-based equity for FY21 due to the committee's difficulty in setting performance goals as a result of the pandemic. A shift from performance-based to entirely time-based equity awards and changes to closing-cycle awards are viewed as a problematic response to COVID-19 related market disruption by many investors.
Paychex, Inc.	14-Oct-21	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Paylocity Holding Corporation	01-Dec-21	Management	1	Yes	Elect Director Virginia G. Breen	For	For	For	For	A vote FOR all director nominees is warranted.
Paylocity Holding Corporation	01-Dec-21	Management	2	Yes	Elect Director Robin L. Pederson	For	For	For	For	A vote FOR all director nominees is warranted.
Paylocity Holding Corporation	01-Dec-21	Management	3	Yes	Elect Director Ronald V. Waters, III	For	For	For	For	A vote FOR all director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Paylocity Holding Corporation	01-Dec-21	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Paylocity Holding Corporation	01-Dec-21	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Paylocity Holding Corporation	01-Dec-21	Management	6	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
Peloton Interactive, Inc.	07-Dec-21	Management	1	Yes	Elect Director Jon Callaghan	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Jonathan (Jon) Callaghan and Jay Hoag given the board's failure to remove, or subject to a reasonable sunset requirement, the dual-class capital structure, the supermajority vote requirement to enact certain changes to the governing documents, and the classified board, each of which adversely impacts shareholder rights.WITHHOLD votes for continuing Audit Committee members Jonathan (Jon) Callaghan and Jay Hoag are also warranted given concern regarding the risk oversight function of the board in light of the pledging of a significant amount of the company's common shares by a director.WITHHOLD votes for Jay Hoag are further warranted for serving as a director on more than four public company boards.
Peloton Interactive, Inc.	07-Dec-21	Management	2	Yes	Elect Director Jay Hoag	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Jonathan (Jon) Callaghan and Jay Hoag given the board's failure to remove, or subject to a reasonable sunset requirement, the dual-class capital structure, the supermajority vote requirement to enact certain changes to the governing documents, and the classified board, each of which adversely impacts shareholder rights.WITHHOLD votes for continuing Audit Committee members Jonathan (Jon) Callaghan and Jay Hoag are also warranted given concern regarding the risk oversight function of the board in light of the pledging of a significant amount of the company's common shares by a director.WITHHOLD votes for Jay Hoag are further warranted for serving as a director on more than four public company boards.
Peloton Interactive, Inc.	07-Dec-21	Management	3	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Peloton Interactive, Inc.	07-Dec-21	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. Although TSR performance was strong, CEO pay increased substantially and there are concerns regarding the structure of equity incentives. Equity grants to executives are made entirely in stock options or RSUs, based on executive selection. This structure lacks strong performance conditions, and the proxy did not indicate that the company expects to incorporate performance-conditioned equity in the near future. While stock options only deliver value if the stock price increases, shareholder generally prefer for at least a portion of executive equity awards to require the achievement of pre-set performance goals in order to vest. Finally, the company does not disclose a sufficient compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements
People's United Financial, Inc.	16-Dec-21	Management	1	Yes	Elect Director John P. Barnes	For	For	Against	Against	Votes AGAINST non-independent nominees John Barnes, George Carter, Collin Baron, John Dwight, Jerry Franklin, Janet Hansen, Mark Richards and Kirk Walters are warranted for lack of a majority independent board.Votes AGAINST George Carter, John Dwight, Jerry Franklin, Janet Hansen and Mark Richards are also warranted for serving as non-independent members of a key board committee.Votes AGAINST Jane Chwick are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
People's United Financial, Inc.	16-Dec-21	Management	2	Yes	Elect Director Collin P. Baron	For	For	Against	Against	Votes AGAINST non-independent nominees John Barnes, George Carter, Collin Baron, John Dwight, Jerry Franklin, Janet Hansen, Mark Richards and Kirk Walters are warranted for lack of a majority independent board.Votes AGAINST George Carter, John Dwight, Jerry Franklin, Janet Hansen and Mark Richards are also warranted for serving as non-independent members of a key board committee.Votes AGAINST Jane Chwick are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
People's United Financial, Inc.	16-Dec-21	Management	3	Yes	Elect Director George P. Carter	For	For	Against	Against	Votes AGAINST non-independent nominees John Barnes, George Carter, Collin Baron, John Dwight, Jerry Franklin, Janet Hansen, Mark Richards and Kirk Walters are warranted for lack of a majority independent board.Votes AGAINST George Carter, John Dwight, Jerry Franklin, Janet Hansen and Mark Richards are also warranted for serving as non-independent members of a key board committee.Votes AGAINST Jane Chwick are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
People's United Financial, Inc.	16-Dec-21	Management	4	Yes	Elect Director Jane Chwick	For	For	Against	Against	Votes AGAINST non-independent nominees John Barnes, George Carter, Collin Baron, John Dwight, Jerry Franklin, Janet Hansen, Mark Richards and Kirk Walters are warranted for lack of a majority independent board.Votes AGAINST George Carter, John Dwight, Jerry Franklin, Janet Hansen and Mark Richards are also warranted for serving as non-independent members of a key board committee.Votes AGAINST Jane Chwick are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
People's United Financial, Inc.	16-Dec-21	Management	5	Yes	Elect Director William F. Cruger, Jr.	For	For	For	For	Votes AGAINST non-independent nominees John Barnes, George Carter, Collin Baron, John Dwight, Jerry Franklin, Janet Hansen, Mark Richards and Kirk Walters are warranted for lack of a majority independent board.Votes AGAINST George Carter, John Dwight, Jerry Franklin, Janet Hansen and Mark Richards are also warranted for serving as non-independent members of a key board committee.Votes AGAINST Jane Chwick are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
People's United Financial, Inc.	16-Dec-21	Management	6	Yes	Elect Director John K. Dwight	For	For	Against	Against	Votes AGAINST non-independent nominees John Barnes, George Carter, Collin Baron, John Dwight, Jerry Franklin, Janet Hansen, Mark Richards and Kirk Walters are warranted for lack of a majority independent board.Votes AGAINST George Carter, John Dwight, Jerry Franklin, Janet Hansen and Mark Richards are also warranted for serving as non-independent members of a key board committee.Votes AGAINST Jane Chwick are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
People's United Financial, Inc.	16-Dec-21	Management	7	Yes	Elect Director Jerry Franklin	For	For	Against	Against	Votes AGAINST non-independent nominees John Barnes, George Carter, Collin Baron, John Dwight, Jerry Franklin, Janet Hansen, Mark Richards and Kirk Walters are warranted for lack of a majority independent board.Votes AGAINST George Carter, John Dwight, Jerry Franklin, Janet Hansen and Mark Richards are also warranted for serving as non-independent members of a key board committee.Votes AGAINST Jane Chwick are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
People's United Financial, Inc.	16-Dec-21	Management	8	Yes	Elect Director Janet M. Hansen	For	For	Against	Against	Votes AGAINST non-independent nominees John Barnes, George Carter, Collin Baron, John Dwight, Jerry Franklin, Janet Hansen, Mark Richards and Kirk Walters are warranted for lack of a majority independent board.Votes AGAINST George Carter, John Dwight, Jerry Franklin, Janet Hansen and Mark Richards are also warranted for serving as non-independent members of a key board committee.Votes AGAINST Jane Chwick are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
People's United Financial, Inc.	16-Dec-21	Management	9	Yes	Elect Director Nancy McAllister	For	For	For	For	Votes AGAINST non-independent nominees John Barnes, George Carter, Collin Baron, John Dwight, Jerry Franklin, Janet Hansen, Mark Richards and Kirk Walters are warranted for lack of a majority independent board.Votes AGAINST George Carter, John Dwight, Jerry Franklin, Janet Hansen and Mark Richards are also warranted for serving as non-independent members of a key board committee.Votes AGAINST Jane Chwick are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
People's United Financial, Inc.	16-Dec-21	Management	10	Yes	Elect Director Mark W. Richards	For	For	Against	Against	Votes AGAINST non-independent nominees John Barnes, George Carter, Collin Baron, John Dwight, Jerry Franklin, Janet Hansen, Mark Richards and Kirk Walters are warranted for lack of a majority independent board.Votes AGAINST George Carter, John Dwight, Jerry Franklin, Janet Hansen and Mark Richards are also warranted for serving as non-independent members of a key board committee.Votes AGAINST Jane Chwick are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
People's United Financial, Inc.	16-Dec-21	Management	11	Yes	Elect Director Kirk W. Walters	For	For	Against	Against	Votes AGAINST non-independent nominees John Barnes, George Carter, Collin Baron, John Dwight, Jerry Franklin, Janet Hansen, Mark Richards and Kirk Walters are warranted for lack of a majority independent board.Votes AGAINST George Carter, John Dwight, Jerry Franklin, Janet Hansen and Mark Richards are also warranted for serving as non-independent members of a key board committee.Votes AGAINST Jane Chwick are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
People's United Financial, Inc.	16-Dec-21	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Although concerns are noted regarding discretionary changes to the STI award, pay and performance remain reasonably aligned at this time.
People's United Financial, Inc.	16-Dec-21	Management	13	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Premier, Inc.	03-Dec-21	Management	1	Yes	Elect Director Terry D. Shaw	For	For	For	For	A vote FOR all director nominees is warranted.
Premier, Inc.	03-Dec-21	Management	2	Yes	Elect Director Richard J. Statuto	For	For	For	For	A vote FOR all director nominees is warranted.
Premier, Inc.	03-Dec-21	Management	3	Yes	Elect Director Ellen C. Wolf	For	For	For	For	A vote FOR all director nominees is warranted.
Premier, Inc.	03-Dec-21	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Premier, Inc.	03-Dec-21	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Annual incentives and a majority of long-term equity awards are based on objective performance conditions. However, the majority of annual incentive targets were set below the actual results of the previous year and no performance target or hurdles are disclosed for long-term performance awards. Moreover, the compensation committee applied discretion to exclude the impact of the COVID-19 pandemic on 2021 performance, among other results, from the 2019-2021 performance shares. As a result, executives received above-target payouts for these awards when payouts otherwise would not have been earned.
Premier, Inc.	03-Dec-21	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Qorvo, Inc.	10-Aug-21	Management	1	Yes	Elect Director Ralph G. Quinsev	For	For	For	For	A vote FOR all director nominees is warranted.
Qorvo, Inc.	10-Aug-21	Management	2	Yes	Elect Director Robert A. Bruggeworth	For	For	For	For	A vote FOR all director nominees is warranted.
Qorvo, Inc.	10-Aug-21	Management	3	Yes	Elect Director Judy Bruner	For	For	For	For	A vote FOR all director nominees is warranted.
Qorvo, Inc.	10-Aug-21	Management	4	Yes	Elect Director Jeffery R. Gardner	For	For	For	For	A vote FOR all director nominees is warranted.
Qorvo, Inc.	10-Aug-21	Management	5	Yes	Elect Director John R. Harding	For	For	For	For	A vote FOR all director nominees is warranted.
Qorvo, Inc.	10-Aug-21	Management	6	Yes	Elect Director David H. Y. Ho	For	For	For	For	A vote FOR all director nominees is warranted.
Qorvo, Inc.	10-Aug-21	Management	7	Yes	Elect Director Roderick D. Nelson	For	For	For	For	A vote FOR all director nominees is warranted.
Qorvo, Inc.	10-Aug-21	Management	8	Yes	Elect Director Walden C. Rhines	For	For	For	For	A vote FOR all director nominees is warranted.
Qorvo, Inc.	10-Aug-21	Management	9	Yes	Elect Director Susan L. Spradley	For	For	For	For	A vote FOR all director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Qorvo, Inc.	10-Aug-21	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	The annual incentive plan was based on pre-set financial goals, determined semi-annually and long-term incentives consisted of a majority performance-conditioned equity. However, the performance objectives for long-term equity incentives are determined annually, followed by two additional years of vesting, with half of the award based on achievement of the objectives. This may potentially over-emphasize short-term results. Nevertheless, a vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review.
Qorvo, Inc.	10-Aug-21	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Qorvo, Inc.	10-Aug-21	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
QuantumScape Corporation	15-Dec-21	Management	1	Yes	Elect Director Jagdeep Singh	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for all director nominees given the board's failure to remove, or subject to a sunset requirement, the problematic capital structure which adversely impacts shareholder rights.WITHHOLD votes for L. John (John) Doerr are further warranted for serving as a non-independent member of certain key board committees and for serving as a director on more than four public company boards.WITHHOLD votes for Justin Mirro are further warranted for serving on more than two public boards while serving as a CEO of an outside company.
QuantumScape Corporation	15-Dec-21	Management	2	Yes	Elect Director Frank Blome	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for all director nominees given the board's failure to remove, or subject to a sunset requirement, the problematic capital structure which adversely impacts shareholder rights.WITHHOLD votes for L. John (John) Doerr are further warranted for serving as a non-independent member of certain key board committees and for serving as a director on more than four public company boards.WITHHOLD votes for Justin Mirro are further warranted for serving on more than two public boards while serving as a CEO of an outside company.
QuantumScape Corporation	15-Dec-21	Management	3	Yes	Elect Director Brad Buss	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for all director nominees given the board's failure to remove, or subject to a sunset requirement, the problematic capital structure which adversely impacts shareholder rights.WITHHOLD votes for L. John (John) Doerr are further warranted for serving as a non-independent member of certain key board committees and for serving as a director on more than four public company boards.WITHHOLD votes for Justin Mirro are further warranted for serving on more than two public boards while serving as a CEO of an outside company.
QuantumScape Corporation	15-Dec-21	Management	4	Yes	Elect Director John Doerr	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for all director nominees given the board's failure to remove, or subject to a sunset requirement, the problematic capital structure which adversely impacts shareholder rights.WITHHOLD votes for L. John (John) Doerr are further warranted for serving as a non-independent member of certain key board committees and for serving as a director on more than four public company boards.WITHHOLD votes for Justin Mirro are further warranted for serving on more than two public boards while serving as a CEO of an outside company.
QuantumScape Corporation	15-Dec-21	Management	5	Yes	Elect Director Jurgen Lehold	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for all director nominees given the board's failure to remove, or subject to a sunset requirement, the problematic capital structure which adversely impacts shareholder rights.WITHHOLD votes for L. John (John) Doerr are further warranted for serving as a non-independent member of certain key board committees and for serving as a director on more than four public company boards.WITHHOLD votes for Justin Mirro are further warranted for serving on more than two public boards while serving as a CEO of an outside company.
QuantumScape Corporation	15-Dec-21	Management	6	Yes	Elect Director Justin Mirro	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for all director nominees given the board's failure to remove, or subject to a sunset requirement, the problematic capital structure which adversely impacts shareholder rights.WITHHOLD votes for L. John (John) Doerr are further warranted for serving as a non-independent member of certain key board committees and for serving as a director on more than four public company boards.WITHHOLD votes for Justin Mirro are further warranted for serving on more than two public boards while serving as a CEO of an outside company.
QuantumScape Corporation	15-Dec-21	Management	7	Yes	Elect Director Fritz Prinz	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for all director nominees given the board's failure to remove, or subject to a sunset requirement, the problematic capital structure which adversely impacts shareholder rights.WITHHOLD votes for L. John (John) Doerr are further warranted for serving as a non-independent member of certain key board committees and for serving as a director on more than four public company boards.WITHHOLD votes for Justin Mirro are further warranted for serving on more than two public boards while serving as a CEO of an outside company.
QuantumScape Corporation	15-Dec-21	Management	8	Yes	Elect Director Dipender Saluja	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for all director nominees given the board's failure to remove, or subject to a sunset requirement, the problematic capital structure which adversely impacts shareholder rights.WITHHOLD votes for L. John (John) Doerr are further warranted for serving as a non-independent member of certain key board committees and for serving as a director on more than four public company boards.WITHHOLD votes for Justin Mirro are further warranted for serving on more than two public boards while serving as a CEO of an outside company.
QuantumScape Corporation	15-Dec-21	Management	9	Yes	Elect Director J.B. Straubel	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for all director nominees given the board's failure to remove, or subject to a sunset requirement, the problematic capital structure which adversely impacts shareholder rights.WITHHOLD votes for L. John (John) Doerr are further warranted for serving as a non-independent member of certain key board committees and for serving as a director on more than four public company boards.WITHHOLD votes for Justin Mirro are further warranted for serving on more than two public boards while serving as a CEO of an outside company.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
QuantumScape Corporation	15-Dec-21	Management	10	Yes	Elect Director Jens Wiese	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for all director nominees given the board's failure to remove, or subject to a sunset requirement, the problematic capital structure which adversely impacts shareholder rights.WITHHOLD votes for L. John (John) Doerr are further warranted for serving as a non-independent member of certain key board committees and for serving as a director on more than four public company boards.WITHHOLD votes for Justin Mirro are further warranted for serving on more than two public boards while serving as a CEO of an outside company.
QuantumScape Corporation	15-Dec-21	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
QuantumScape Corporation	15-Dec-21	Management	12	Yes	Approve Extraordinary Performance Award Program	For	Against	Against	Against	A vote AGAINST this proposal is warranted. There are concerns around the design and terms of the awards contemplated under the program which, coupled with the large magnitude of the CEO's award, outweigh the significant performance criteria. The value of the CEO's award locks in high pay opportunities for the foreseeable future and restricts the board's ability to meaningfully adjust pay levels if unforeseen events arise. The disclosed objectives the award seeks to address, such as ensuring continued leadership and alignment of management's interests with shareholders, are regularly addressed by companies through typical annual and long-term incentive programs that carry more reasonable pay opportunities.Also, the board does not disclose a firm commitment to refrain from granting the CEO additional equity awards for the foreseeable future, which many shareholders may expect given the large pay
Ralph Lauren Corporation	29-Jul-21	Management	1	Yes	Elect Director Michael A. George	For	For	For	For	WITHHOLD votes for non-independent nominee Hubert Joly are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Ralph Lauren Corporation	29-Jul-21	Management	2	Yes	Elect Director Hubert Joly	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Hubert Joly are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Ralph Lauren Corporation	29-Jul-21	Management	3	Yes	Elect Director Linda Findley Kozlowski	For	For	For	For	WITHHOLD votes for non-independent nominee Hubert Joly are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
Ralph Lauren Corporation	29-Jul-21	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: " the non-auditing consulting fees represent more than 25 percent of total fees paid; and" the auditor's tenure at the company exceeds seven years.
Ralph Lauren Corporation	29-Jul-21	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. While CEO Louvet's pay remained stable and pay and company performance are sufficiently aligned for the period under review, NEO R. Lauren's high executive pay remains a concern. Although the short-term incentives were based on the committee's subjective assessment, the incentives will be based on pre-set financial metric next fiscal year. While the FY21 long-term incentives were entirely time-based, the rationale for the committee's decision appears reasonable. The adjustments made to in-flight and closing award cycles remained performance contingent and payout were capped at
Realty Income Corporation	12-Aug-21	Management	1	Yes	Issue Shares in Connection with Merger	For	For	For	For	The strategic rationale appears sound, as the combined company will have a more diversified asset base and benefits of greater scale. Given the strategic rationale, and the expected cost savings and immediate accretion to AFFO, support FOR the merger is warranted.
Realty Income Corporation	12-Aug-21	Management	2	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted as the underlying transaction (Item 1) merits support.
ResMed Inc.	18-Nov-21	Management	1	Yes	Elect Director Karen Drexler	For	For	For	For	Votes AGAINST Ronald (Ron) Taylor are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
ResMed Inc.	18-Nov-21	Management	2	Yes	Elect Director Michael 'Mick' Farrell	For	For	For	For	Votes AGAINST Ronald (Ron) Taylor are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
ResMed Inc.	18-Nov-21	Management	3	Yes	Elect Director Peter Farrell	For	For	For	For	Votes AGAINST Ronald (Ron) Taylor are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
ResMed Inc.	18-Nov-21	Management	4	Yes	Elect Director Harjit Gill	For	For	For	For	Votes AGAINST Ronald (Ron) Taylor are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
ResMed Inc.	18-Nov-21	Management	5	Yes	Elect Director Ronald 'Ron' Taylor	For	For	Against	Against	Votes AGAINST Ronald (Ron) Taylor are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
ResMed Inc.	18-Nov-21	Management	6	Yes	Elect Director John Hernandez	For	For	For	For	Votes AGAINST Ronald (Ron) Taylor are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
ResMed Inc.	18-Nov-21	Management	7	Yes	Elect Director Desney Tan	For	For	For	For	Votes AGAINST Ronald (Ron) Taylor are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
ResMed Inc.	18-Nov-21	Management	8	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ResMed Inc.	18-Nov-21	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. Annual incentives were entirely based on objective financial measures and granted equity was entirely performance based.
Royal Gold, Inc.	17-Nov-21	Management	1	Yes	Elect Director William Heissenbuttel	For	For	For	For	A vote FOR the director nominees is warranted.
Royal Gold, Inc.	17-Nov-21	Management	2	Yes	Elect Director Jamie Sokalsky	For	For	For	For	A vote FOR the director nominees is warranted.
Royal Gold, Inc.	17-Nov-21	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.

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STATE STREET GLOBAL ADVISORS PROXY REPORTS - JULY THROUGH DECEMBER, 2021 COMPARED TO ISS AND PUBLIC FUND POLICY RECOMMENDATIONS										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Royal Gold, Inc.	17-Nov-21	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
RPM International Inc.	07-Oct-21	Management	1	Yes	Elect Director John M. Ballbach	For	For	For	For	WITHHOLD votes for Bruce Carbonari are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
RPM International Inc.	07-Oct-21	Management	2	Yes	Elect Director Bruce A. Carbonari	For	For	Withhold	Withhold	WITHHOLD votes for Bruce Carbonari are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
RPM International Inc.	07-Oct-21	Management	3	Yes	Elect Director Jennifer D. Deckard	For	For	For	For	WITHHOLD votes for Bruce Carbonari are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
RPM International Inc.	07-Oct-21	Management	4	Yes	Elect Director Salvatore D. Fazzolari	For	For	For	For	WITHHOLD votes for Bruce Carbonari are warranted for serving as a non-independent member of a key board committee.A vote FOR the remaining director nominees is warranted.
RPM International Inc.	07-Oct-21	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided excessive life insurance and automobile perquisites to certain NEOs as well as the automatic accelerated vesting of equity awards upon a change-in-control event.
RPM International Inc.	07-Oct-21	Management	6	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Square, Inc.	03-Nov-21	Management	1	Yes	Issue Shares in Connection with Transaction Agreement	For	For	For	For	The strategic rationale is sound, the merger is expected to be accretive to gross profits and generate synergies, and the market had a strong positive reaction to the merger announcement. As such, support FOR the proposed transaction is warranted.
Square, Inc.	03-Nov-21	Management	2	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this agenda item is warranted as the underlying transaction warrants
STERIS plc	29-Jul-21	Management	1	Yes	Elect Director Richard C. Breeden	For	For	Against	Against	Votes AGAINST non-independent nominees Mohsen Sohi, Daniel Carestio, Richard Breeden, Cynthia Feldmann and Jacqueline Kosecoff are warranted for lack of a majority independent board.Votes AGAINST Richard Breeden, Cynthia Feldmann and Jacqueline Kosecoff are also warranted for serving as non-independent members of a key board committee.Votes AGAINST Jacqueline Kosecoff are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
STERIS plc	29-Jul-21	Management	2	Yes	Elect Director Daniel A. Carestio	For	For	Against	Against	Votes AGAINST non-independent nominees Mohsen Sohi, Daniel Carestio, Richard Breeden, Cynthia Feldmann and Jacqueline Kosecoff are warranted for lack of a majority independent board.Votes AGAINST Richard Breeden, Cynthia Feldmann and Jacqueline Kosecoff are also warranted for serving as non-independent members of a key board committee.Votes AGAINST Jacqueline Kosecoff are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
STERIS plc	29-Jul-21	Management	3	Yes	Elect Director Cynthia L. Feldmann	For	For	Against	Against	Votes AGAINST non-independent nominees Mohsen Sohi, Daniel Carestio, Richard Breeden, Cynthia Feldmann and Jacqueline Kosecoff are warranted for lack of a majority independent board.Votes AGAINST Richard Breeden, Cynthia Feldmann and Jacqueline Kosecoff are also warranted for serving as non-independent members of a key board committee.Votes AGAINST Jacqueline Kosecoff are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
STERIS plc	29-Jul-21	Management	4	Yes	Elect Director Christopher S. Holland	For	For	For	For	Votes AGAINST non-independent nominees Mohsen Sohi, Daniel Carestio, Richard Breeden, Cynthia Feldmann and Jacqueline Kosecoff are warranted for lack of a majority independent board.Votes AGAINST Richard Breeden, Cynthia Feldmann and Jacqueline Kosecoff are also warranted for serving as non-independent members of a key board committee.Votes AGAINST Jacqueline Kosecoff are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
STERIS plc	29-Jul-21	Management	5	Yes	Elect Director Jacqueline B. Kosecoff	For	For	Against	Against	Votes AGAINST non-independent nominees Mohsen Sohi, Daniel Carestio, Richard Breeden, Cynthia Feldmann and Jacqueline Kosecoff are warranted for lack of a majority independent board.Votes AGAINST Richard Breeden, Cynthia Feldmann and Jacqueline Kosecoff are also warranted for serving as non-independent members of a key board committee.Votes AGAINST Jacqueline Kosecoff are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
STERIS plc	29-Jul-21	Management	6	Yes	Elect Director Paul E. Martin	For	For	For	For	Votes AGAINST non-independent nominees Mohsen Sohi, Daniel Carestio, Richard Breeden, Cynthia Feldmann and Jacqueline Kosecoff are warranted for lack of a majority independent board.Votes AGAINST Richard Breeden, Cynthia Feldmann and Jacqueline Kosecoff are also warranted for serving as non-independent members of a key board committee.Votes AGAINST Jacqueline Kosecoff are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
STERIS plc	29-Jul-21	Management	7	Yes	Elect Director Nirav R. Shah	For	For	For	For	Votes AGAINST non-independent nominees Mohsen Sohi, Daniel Carestio, Richard Breeden, Cynthia Feldmann and Jacqueline Kosecoff are warranted for lack of a majority independent board.Votes AGAINST Richard Breeden, Cynthia Feldmann and Jacqueline Kosecoff are also warranted for serving as non-independent members of a key board committee.Votes AGAINST Jacqueline Kosecoff are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.

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STATE STREET GLOBAL ADVISORS PROXY REPORTS - JULY THROUGH DECEMBER, 2021 COMPARED TO ISS AND PUBLIC FUND POLICY RECOMMENDATIONS										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
STERIS plc	29-Jul-21	Management	8	Yes	Elect Director Mohsen M. Sohi	For	For	Against	Against	Votes AGAINST non-independent nominees Mohsen Sohi, Daniel Carestio, Richard Breeden, Cynthia Feldmann and Jacqueline Kosecoff are warranted for lack of a majority independent board.Votes AGAINST Richard Breeden, Cynthia Feldmann and Jacqueline Kosecoff are also warranted for serving as non-independent members of a key board committee.Votes AGAINST Jacqueline Kosecoff are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
STERIS plc	29-Jul-21	Management	9	Yes	Elect Director Richard M. Steeves	For	For	For	For	Votes AGAINST non-independent nominees Mohsen Sohi, Daniel Carestio, Richard Breeden, Cynthia Feldmann and Jacqueline Kosecoff are warranted for lack of a majority independent board.Votes AGAINST Richard Breeden, Cynthia Feldmann and Jacqueline Kosecoff are also warranted for serving as non-independent members of a key board committee.Votes AGAINST Jacqueline Kosecoff are warranted for serving as a director on more than four public company boards.A vote FOR the remaining director nominees is warranted.
STERIS plc	29-Jul-21	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST these proposals are warranted since the auditor's tenure at the company exceeds seven years.
STERIS plc	29-Jul-21	Management	11	Yes	Appoint Ernst & Young Chartered Accountants as Irish Statutory	For	For	Against	Against	A vote AGAINST these proposals are warranted since the auditor's tenure at the company exceeds seven years.
STERIS plc	29-Jul-21	Management	12	Yes	Authorize Board to Fix Remuneration of Auditors	For	For	Against	Against	A vote AGAINST these proposals are warranted since the auditor's tenure at the company exceeds seven years.
STERIS plc	29-Jul-21	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Although some concerns are noted regarding goal setting under the annual incentive plan, final payouts are entirely based on pre-set financial metrics. In addition, a majority of long-term incentives are performance
StoneCo Ltd.	22-Nov-21	Management	1	Yes	Accept Financial Statements and Statutory Reports	For	For	For	For	In the absence of any specific concerns regarding the company's financial statements, a vote FOR this resolution is warranted.
StoneCo Ltd.	22-Nov-21	Management	2	Yes	Elect Directors Pedro Franceschi, Mateus Schwening, Diego F. C	For	Against	Against	Against	A vote AGAINST this item is warranted because:" The company lacks a formal nominating committee;" The company has not presented the ratification of auditors to a shareholder vote;" Andre Street de Aguiar and Mateus Scherer Schwening serve as non-independent members of a key board committee; and* The company has bundled the election of directors into a single voting item.
Sysco Corporation	19-Nov-21	Management	1	Yes	Elect Director Daniel J. Brutto	For	For	For	For	Votes AGAINST John Cassaday, Larry Glasscock, and Hans-Joachim Koerber are warranted for serving as non-independent members of a key board committee.Votes AGAINST governance committee chair Larry Glasscock are also warranted due to the board's unilateral adoption of an exclusive forum bylaw.A vote FOR the remaining director nominees is warranted.
Sysco Corporation	19-Nov-21	Management	2	Yes	Elect Director John M. Cassaday	For	For	Against	Against	Votes AGAINST John Cassaday, Larry Glasscock, and Hans-Joachim Koerber are warranted for serving as non-independent members of a key board committee.Votes AGAINST governance committee chair Larry Glasscock are also warranted due to the board's unilateral adoption of an exclusive forum bylaw.A vote FOR the remaining director nominees is warranted.
Sysco Corporation	19-Nov-21	Management	3	Yes	Elect Director Larry C. Glasscock	For	For	Against	Against	Votes AGAINST John Cassaday, Larry Glasscock, and Hans-Joachim Koerber are warranted for serving as non-independent members of a key board committee.Votes AGAINST governance committee chair Larry Glasscock are also warranted due to the board's unilateral adoption of an exclusive forum bylaw.A vote FOR the remaining director nominees is warranted.
Sysco Corporation	19-Nov-21	Management	4	Yes	Elect Director Bradley M. Halverson	For	For	For	For	Votes AGAINST John Cassaday, Larry Glasscock, and Hans-Joachim Koerber are warranted for serving as non-independent members of a key board committee.Votes AGAINST governance committee chair Larry Glasscock are also warranted due to the board's unilateral adoption of an exclusive forum bylaw.A vote FOR the remaining director nominees is warranted.
Sysco Corporation	19-Nov-21	Management	5	Yes	Elect Director John M. Hinshaw	For	For	For	For	Votes AGAINST John Cassaday, Larry Glasscock, and Hans-Joachim Koerber are warranted for serving as non-independent members of a key board committee.Votes AGAINST governance committee chair Larry Glasscock are also warranted due to the board's unilateral adoption of an exclusive forum bylaw.A vote FOR the remaining director nominees is warranted.
Sysco Corporation	19-Nov-21	Management	6	Yes	Elect Director Kevin P. Hourican	For	For	For	For	Votes AGAINST John Cassaday, Larry Glasscock, and Hans-Joachim Koerber are warranted for serving as non-independent members of a key board committee.Votes AGAINST governance committee chair Larry Glasscock are also warranted due to the board's unilateral adoption of an exclusive forum bylaw.A vote FOR the remaining director nominees is warranted.
Sysco Corporation	19-Nov-21	Management	7	Yes	Elect Director Hans-Joachim Koerber	For	For	Against	Against	Votes AGAINST John Cassaday, Larry Glasscock, and Hans-Joachim Koerber are warranted for serving as non-independent members of a key board committee.Votes AGAINST governance committee chair Larry Glasscock are also warranted due to the board's unilateral adoption of an exclusive forum bylaw.A vote FOR the remaining director nominees is warranted.
Sysco Corporation	19-Nov-21	Management	8	Yes	Elect Director Stephanie A. Lundquist	For	For	For	For	Votes AGAINST John Cassaday, Larry Glasscock, and Hans-Joachim Koerber are warranted for serving as non-independent members of a key board committee.Votes AGAINST governance committee chair Larry Glasscock are also warranted due to the board's unilateral adoption of an exclusive forum bylaw.A vote FOR the remaining director nominees is warranted.
Sysco Corporation	19-Nov-21	Management	9	Yes	Elect Director Edward D. Shirley	For	For	For	For	Votes AGAINST John Cassaday, Larry Glasscock, and Hans-Joachim Koerber are warranted for serving as non-independent members of a key board committee.Votes AGAINST governance committee chair Larry Glasscock are also warranted due to the board's unilateral adoption of an exclusive forum bylaw.A vote FOR the remaining director nominees is warranted.

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STATE STREET GLOBAL ADVISORS PROXY REPORTS - JULY THROUGH DECEMBER, 2021 COMPARED TO ISS AND PUBLIC FUND POLICY RECOMMENDATIONS										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Sysco Corporation	19-Nov-21	Management	10	Yes	Elect Director Sheila G. Talton	For	For	For	For	Votes AGAINST John Cassaday, Larry Glasscock, and Hans-Joachim Koerber are warranted for serving as non-independent members of a key board committee.Votes AGAINST governance committee chair Larry Glasscock are also warranted due to the board's unilateral adoption of an exclusive forum bylaw.A vote FOR the remaining director nominees is warranted.
Sysco Corporation	19-Nov-21	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. The CEO received additional PSUs in 2021 with a two-year performance period, in place of his cancelled 2020 PSUs, underscoring a misalignment between CEO pay and company performance. In addition, performance periods were shortened for both the annual and long-term incentive awards, and annual incentive awards were earned above-target based largely on achievements for the subjective strategic bonus objectives component. Disclosure of actual performance results for this component of the incentive program and of forward-looking PSU goals is poor. The CEO also received a large tax gross-up
Sysco Corporation	19-Nov-21	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Sysco Corporation	19-Nov-21	Shareholder	13	Yes	Report on GHG Emissions Reduction Targets	None	For	For	For	A vote FOR this proposal is warranted because the requested report and targets will allow investors to better assess how the company is managing climate-related risks. The company does not oppose this proposal and states that it intends to develop rigorous targets in the near term.
Take-Two Interactive Software, Inc.	14-Sep-21	Management	1	Yes	Elect Director Strauss Zelnick	For	For	Against	Against	Votes AGAINST non-independent nominees Strauss Zelnick, Michael Dornemann, Jon (J) Moses and Michael Sheresky are warranted for lack of a majority independent board.Votes AGAINST Michael Dornemann, Jon (J) Moses and Michael Sheresky are also warranted for serving as non-independent members of key board committees.A vote FOR the remaining director nominees is warranted.
Take-Two Interactive Software, Inc.	14-Sep-21	Management	2	Yes	Elect Director Michael Dornemann	For	For	Against	Against	Votes AGAINST non-independent nominees Strauss Zelnick, Michael Dornemann, Jon (J) Moses and Michael Sheresky are warranted for lack of a majority independent board.Votes AGAINST Michael Dornemann, Jon (J) Moses and Michael Sheresky are also warranted for serving as non-independent members of key board committees.A vote FOR the remaining director nominees is warranted.
Take-Two Interactive Software, Inc.	14-Sep-21	Management	3	Yes	Elect Director J Moses	For	For	Against	Against	Votes AGAINST non-independent nominees Strauss Zelnick, Michael Dornemann, Jon (J) Moses and Michael Sheresky are warranted for lack of a majority independent board.Votes AGAINST Michael Dornemann, Jon (J) Moses and Michael Sheresky are also warranted for serving as non-independent members of key board committees.A vote FOR the remaining director nominees is warranted.
Take-Two Interactive Software, Inc.	14-Sep-21	Management	4	Yes	Elect Director Michael Sheresky	For	For	Against	Against	Votes AGAINST non-independent nominees Strauss Zelnick, Michael Dornemann, Jon (J) Moses and Michael Sheresky are warranted for lack of a majority independent board.Votes AGAINST Michael Dornemann, Jon (J) Moses and Michael Sheresky are also warranted for serving as non-independent members of key board committees.A vote FOR the remaining director nominees is warranted.
Take-Two Interactive Software, Inc.	14-Sep-21	Management	5	Yes	Elect Director LaVerne Srinivasan	For	For	For	For	Votes AGAINST non-independent nominees Strauss Zelnick, Michael Dornemann, Jon (J) Moses and Michael Sheresky are warranted for lack of a majority independent board.Votes AGAINST Michael Dornemann, Jon (J) Moses and Michael Sheresky are also warranted for serving as non-independent members of key board committees.A vote FOR the remaining director nominees is warranted.
Take-Two Interactive Software, Inc.	14-Sep-21	Management	6	Yes	Elect Director Susan Tolson	For	For	For	For	Votes AGAINST non-independent nominees Strauss Zelnick, Michael Dornemann, Jon (J) Moses and Michael Sheresky are warranted for lack of a majority independent board.Votes AGAINST Michael Dornemann, Jon (J) Moses and Michael Sheresky are also warranted for serving as non-independent members of key board committees.A vote FOR the remaining director nominees is warranted.
Take-Two Interactive Software, Inc.	14-Sep-21	Management	7	Yes	Elect Director Paul Viera	For	For	For	For	Votes AGAINST non-independent nominees Strauss Zelnick, Michael Dornemann, Jon (J) Moses and Michael Sheresky are warranted for lack of a majority independent board.Votes AGAINST Michael Dornemann, Jon (J) Moses and Michael Sheresky are also warranted for serving as non-independent members of key board committees.A vote FOR the remaining director nominees is warranted.
Take-Two Interactive Software, Inc.	14-Sep-21	Management	8	Yes	Elect Director Roland Hernandez	For	For	For	For	Votes AGAINST non-independent nominees Strauss Zelnick, Michael Dornemann, Jon (J) Moses and Michael Sheresky are warranted for lack of a majority independent board.Votes AGAINST Michael Dornemann, Jon (J) Moses and Michael Sheresky are also warranted for serving as non-independent members of key board committees.A vote FOR the remaining director nominees is warranted.
Take-Two Interactive Software, Inc.	14-Sep-21	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, but with caution. Compensation for the CEO is primarily paid by the external manager under a management services agreement. Although this arrangement can result in limited pay disclosure, in this case the company provides thorough disclosure of the applicable pay programs, including fixed and variable pay levels, performance targets, and incentive program outcomes. This level of transparency for an externally managed issuer is sufficient to make a reasonable assessment of pay and performance.However, certain goal rigor concerns remain in the annual incentive program, which has resulted in maximum-level performance for several years. This continued lowering of goals, even with disclosure details that satisfy the externally-managed issuer policy, may warrant adverse vote recommendations going forward.
Take-Two Interactive Software, Inc.	14-Sep-21	Management	10	Yes	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted because the company's potential Voting Power Dilution (VPD) for all incentive plans of 9.80 percent is considered reasonable.
Take-Two Interactive Software, Inc.	14-Sep-21	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: the non-auditing consulting fees represent more than 25 percent of total fees paid; and* the auditor's tenure at the company exceeds seven years.

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STATE STREET GLOBAL ADVISORS PROXY REPORTS - JULY THROUGH DECEMBER, 2021 COMPARED TO ISS AND PUBLIC FUND POLICY RECOMMENDATIONS										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Tapestry, Inc.	03-Nov-21	Management	1	Yes	Elect Director John P. Bilbrey	For	For	For	For	Votes AGAINST Ivan Menezes are warranted for serving as a non-independent member of key board committees.A vote FOR the remaining director nominees is
Tapestry, Inc.	03-Nov-21	Management	2	Yes	Elect Director Darrell Cavens	For	For	For	For	Votes AGAINST Ivan Menezes are warranted for serving as a non-independent member of key board committees.A vote FOR the remaining director nominees is
Tapestry, Inc.	03-Nov-21	Management	3	Yes	Elect Director Joanne Crevoiserat	For	For	For	For	Votes AGAINST Ivan Menezes are warranted for serving as a non-independent member of key board committees.A vote FOR the remaining director nominees is
Tapestry, Inc.	03-Nov-21	Management	4	Yes	Elect Director David Denton	For	For	For	For	Votes AGAINST Ivan Menezes are warranted for serving as a non-independent member of key board committees.A vote FOR the remaining director nominees is
Tapestry, Inc.	03-Nov-21	Management	5	Yes	Elect Director Hanneke Faber	For	For	For	For	Votes AGAINST Ivan Menezes are warranted for serving as a non-independent member of key board committees.A vote FOR the remaining director nominees is
Tapestry, Inc.	03-Nov-21	Management	6	Yes	Elect Director Anne Gates	For	For	For	For	Votes AGAINST Ivan Menezes are warranted for serving as a non-independent member of key board committees.A vote FOR the remaining director nominees is
Tapestry, Inc.	03-Nov-21	Management	7	Yes	Elect Director Thomas Greco	For	For	For	For	Votes AGAINST Ivan Menezes are warranted for serving as a non-independent member of key board committees.A vote FOR the remaining director nominees is
Tapestry, Inc.	03-Nov-21	Management	8	Yes	Elect Director Pamela Lifford	For	For	For	For	Votes AGAINST Ivan Menezes are warranted for serving as a non-independent member of key board committees.A vote FOR the remaining director nominees is
Tapestry, Inc.	03-Nov-21	Management	9	Yes	Elect Director Annabelle Yu Long	For	For	For	For	Votes AGAINST Ivan Menezes are warranted for serving as a non-independent member of key board committees.A vote FOR the remaining director nominees is
Tapestry, Inc.	03-Nov-21	Management	10	Yes	Elect Director Ivan Menezes	For	For	Against	Against	Votes AGAINST Ivan Menezes are warranted for serving as a non-independent member of key board committees.A vote FOR the remaining director nominees is
Tapestry, Inc.	03-Nov-21	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Tapestry, Inc.	03-Nov-21	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company continues to provide a significant amount of tax gross-ups on an executive's perquisite. In addition, less than half of the annual equity grant is in performance-conditioned equity.
Tesla, Inc.	07-Oct-21	Management	1	Yes	Elect Director James Murdoch	For	Against	Against	Against	Votes AGAINST James Murdoch are warranted, in his capacity as a member of the governance committee, given the board's insufficient responsiveness to last year's majority-supported shareholder proposal.Votes AGAINST James Murdoch are further warranted, in his capacity as a member of the audit committee, given concerns about the board's risk oversight in light of the pledging of a significant amount of the company's stock by certain directors.Votes AGAINST directors James Murdoch and Kimbal Musk are warranted due to concerns regarding excessive compensation to named executive officers and to non-executive directors.
Tesla, Inc.	07-Oct-21	Management	2	Yes	Elect Director Kimbal Musk	For	Against	Against	Against	Votes AGAINST James Murdoch are warranted, in his capacity as a member of the governance committee, given the board's insufficient responsiveness to last year's majority-supported shareholder proposal.Votes AGAINST James Murdoch are further warranted, in his capacity as a member of the audit committee, given concerns about the board's risk oversight in light of the pledging of a significant amount of the company's stock by certain directors.Votes AGAINST directors James Murdoch and Kimbal Musk are warranted due to concerns regarding excessive compensation to named executive officers and to non-executive directors.
Tesla, Inc.	07-Oct-21	Management	3	Yes	Amend Certificate of Incorporation to Reduce Director Terms to	For	For	For	For	A vote FOR this proposal is warranted, because although it falls short of full board declassification, it is an improvement on the status quo, and the proposal will take effect upon approval with no further action required. Support for Item 5, a shareholder proposal calling for full board declassification, is also warranted.
Tesla, Inc.	07-Oct-21	Management	4	Yes	Eliminate Supermajority Vote Requirements	None	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement would enhance shareholder rights.
Tesla, Inc.	07-Oct-21	Management	5	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Tesla, Inc.	07-Oct-21	Shareholder	6	Yes	Declassify the Board of Directors	Against	For	For	For	A vote FOR this proposal is warranted because the declassification would enhance board accountability.
Tesla, Inc.	07-Oct-21	Shareholder	7	Yes	Report on Diversity and Inclusion Efforts	Against	For	For	For	A vote FOR this proposal is warranted, as reporting quantitative, comparable diversity data would allow shareholders to better assess the effectiveness of Tesla's diversity, equity and inclusion efforts and management of related risks.
Tesla, Inc.	07-Oct-21	Shareholder	8	Yes	Report on Employee Arbitration	Against	For	For	For	A vote FOR this proposal is warranted because more information on the impact that the company's standard arbitration provision has on Tesla's employees may bring information to light that could result in improved recruitment, development and retention; and the company has been involved in several recent and related
Tesla, Inc.	07-Oct-21	Shareholder	9	Yes	Assign Responsibility for Strategic Oversight of Human Capital M	Against	For	For	For	A vote FOR this proposal is warranted, as the company has faced human capital management controversies and it is unclear if the company's existing board framework allows for adequate oversight of issues related to human capital management.
Tesla, Inc.	07-Oct-21	Shareholder	10	Yes	Additional Reporting on Human Rights	Against	Against	For	For	A vote FOR this resolution is warranted, as the requested report would benefit shareholders by providing them additional means to assess the effectiveness of the company's human rights risk management practices and policies.
The Clorox Company	17-Nov-21	Management	1	Yes	Elect Director Amy Banse	For	For	For	For	Votes AGAINST Richard Carmona are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
The Clorox Company	17-Nov-21	Management	2	Yes	Elect Director Richard H. Carmona	For	For	Against	Against	Votes AGAINST Richard Carmona are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
The Clorox Company	17-Nov-21	Management	3	Yes	Elect Director Spencer C. Fleischer	For	For	For	For	Votes AGAINST Richard Carmona are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
The Clorox Company	17-Nov-21	Management	4	Yes	Elect Director Esther Lee	For	For	For	For	Votes AGAINST Richard Carmona are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Clorox Company	17-Nov-21	Management	5	Yes	Elect Director A. D. David Mackay	For	For	For	For	Votes AGAINST Richard Carmona are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
The Clorox Company	17-Nov-21	Management	6	Yes	Elect Director Paul Parker	For	For	For	For	Votes AGAINST Richard Carmona are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
The Clorox Company	17-Nov-21	Management	7	Yes	Elect Director Linda Rendle	For	For	For	For	Votes AGAINST Richard Carmona are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
The Clorox Company	17-Nov-21	Management	8	Yes	Elect Director Matthew J. Shattock	For	For	For	For	Votes AGAINST Richard Carmona are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
The Clorox Company	17-Nov-21	Management	9	Yes	Elect Director Kathryn Tesija	For	For	For	For	Votes AGAINST Richard Carmona are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
The Clorox Company	17-Nov-21	Management	10	Yes	Elect Director Russell J. Weiner	For	For	For	For	Votes AGAINST Richard Carmona are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
The Clorox Company	17-Nov-21	Management	11	Yes	Elect Director Christopher J. Williams	For	For	For	For	Votes AGAINST Richard Carmona are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
The Clorox Company	17-Nov-21	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned. Annual incentives are primarily based on pre-set financial goals, and the proportion of performance equity increased from 50 to 60 percent. Although forward-looking LTI performance goals were not disclosed, the company provided a detailed description of the goals and achievements for the closing cycle.
The Clorox Company	17-Nov-21	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Clorox Company	17-Nov-21	Management	14	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
The Clorox Company	17-Nov-21	Shareholder	15	Yes	Adopt a Policy to Include Non-Management Employees as Proxies	Against	Against	For	For	A vote FOR this proposal is warranted as the addition of a non-management employee representative director would enable more robust oversight of issues related to the company's employees and their concerns and is also a step towards further enhancing board diversity.
The Estee Lauder Companies Inc.	12-Nov-21	Management	1	Yes	Elect Director Rose Marie Bravo	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Rose Marie Bravo, Paul Fribourg, and Barry Sternlicht are warranted for lack of a majority independent board and for serving on certain key board committees.WITHHOLD votes for Barry Sternlicht are also warranted for serving on more than two public boards while serving as a CEO of an outside company.WITHHOLD votes for Paul Fribourg are also warranted for serving as a director on more than four public company boards.A vote FOR Jennifer Hyman is warranted.
The Estee Lauder Companies Inc.	12-Nov-21	Management	2	Yes	Elect Director Paul J. Fribourg	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Rose Marie Bravo, Paul Fribourg, and Barry Sternlicht are warranted for lack of a majority independent board and for serving on certain key board committees.WITHHOLD votes for Barry Sternlicht are also warranted for serving on more than two public boards while serving as a CEO of an outside company.WITHHOLD votes for Paul Fribourg are also warranted for serving as a director on more than four public company boards.A vote FOR Jennifer Hyman is warranted.
The Estee Lauder Companies Inc.	12-Nov-21	Management	3	Yes	Elect Director Jennifer Hyman	For	For	For	For	WITHHOLD votes for non-independent nominees Rose Marie Bravo, Paul Fribourg, and Barry Sternlicht are warranted for lack of a majority independent board and for serving on certain key board committees.WITHHOLD votes for Barry Sternlicht are also warranted for serving on more than two public boards while serving as a CEO of an outside company.WITHHOLD votes for Paul Fribourg are also warranted for serving as a director on more than four public company boards.A vote FOR Jennifer Hyman is warranted.
The Estee Lauder Companies Inc.	12-Nov-21	Management	4	Yes	Elect Director Barry S. Sternlicht	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Rose Marie Bravo, Paul Fribourg, and Barry Sternlicht are warranted for lack of a majority independent board and for serving on certain key board committees.WITHHOLD votes for Barry Sternlicht are also warranted for serving on more than two public boards while serving as a CEO of an outside company.WITHHOLD votes for Paul Fribourg are also warranted for serving as a director on more than four public company boards.A vote FOR Jennifer Hyman is warranted.
The Estee Lauder Companies Inc.	12-Nov-21	Management	5	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
The Estee Lauder Companies Inc.	12-Nov-21	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted, driven by concerns surrounding the CEO's large supplemental equity awards. Although the awards carry performance conditions and an extended vesting period, their magnitude is outsized, and the special PSUs are earned based on a non-rigorous goal of positive cumulative operating income. Further, while annual incentives are based on objective metrics, minimum payouts are guaranteed for FY21 and FY22, a concern that is compounded by the CEO's high STI opportunity. Moreover, the company provided an inordinate amount of perquisites to the CEO, including large personal use of corporate aircraft
The Hain Celestial Group, Inc.	28-Oct-21	Management	1	Yes	Elect Director Richard A. Beck	For	For	For	For	A vote FOR all director nominees is warranted.
The Hain Celestial Group, Inc.	28-Oct-21	Management	2	Yes	Elect Director Celeste A. Clark	For	For	For	For	A vote FOR all director nominees is warranted.
The Hain Celestial Group, Inc.	28-Oct-21	Management	3	Yes	Elect Director Dean Hollis	For	For	For	For	A vote FOR all director nominees is warranted.
The Hain Celestial Group, Inc.	28-Oct-21	Management	4	Yes	Elect Director Shervin J. Korangy	For	For	For	For	A vote FOR all director nominees is warranted.

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The Hain Celestial Group, Inc.	28-Oct-21	Management	5	Yes	Elect Director Mark L. Schiller	For	For	For	For	A vote FOR all director nominees is warranted.
The Hain Celestial Group, Inc.	28-Oct-21	Management	6	Yes	Elect Director Michael B. Sims	For	For	For	For	A vote FOR all director nominees is warranted.
The Hain Celestial Group, Inc.	28-Oct-21	Management	7	Yes	Elect Director Glenn W. Welling	For	For	For	For	A vote FOR all director nominees is warranted.
The Hain Celestial Group, Inc.	28-Oct-21	Management	8	Yes	Elect Director Dawn M. Zier	For	For	For	For	A vote FOR all director nominees is warranted.
The Hain Celestial Group, Inc.	28-Oct-21	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
The Hain Celestial Group, Inc.	28-Oct-21	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Hain Celestial Group, Inc.	28-Oct-21	Shareholder	11	Yes	Require Independent Board Chair	Against	For	For	For	A vote FOR this proposal is warranted as shareholders would benefit from a policy requiring more independent oversight of management in the form of an independent chairman.
The J. M. Smucker Company	18-Aug-21	Management	1	Yes	Elect Director Susan E. Chapman-Hughes	For	For	For	For	Votes AGAINST Alex Shumate and Paul Dolan are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
The J. M. Smucker Company	18-Aug-21	Management	2	Yes	Elect Director Paul J. Dolan	For	For	Against	Against	Votes AGAINST Alex Shumate and Paul Dolan are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
The J. M. Smucker Company	18-Aug-21	Management	3	Yes	Elect Director Jay L. Henderson	For	For	For	For	Votes AGAINST Alex Shumate and Paul Dolan are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
The J. M. Smucker Company	18-Aug-21	Management	4	Yes	Elect Director Kirk L. Perry	For	For	For	For	Votes AGAINST Alex Shumate and Paul Dolan are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
The J. M. Smucker Company	18-Aug-21	Management	5	Yes	Elect Director Sandra Pianalto	For	For	For	For	Votes AGAINST Alex Shumate and Paul Dolan are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
The J. M. Smucker Company	18-Aug-21	Management	6	Yes	Elect Director Alex Shumate	For	For	Against	Against	Votes AGAINST Alex Shumate and Paul Dolan are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
The J. M. Smucker Company	18-Aug-21	Management	7	Yes	Elect Director Mark T. Smucker	For	For	For	For	Votes AGAINST Alex Shumate and Paul Dolan are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
The J. M. Smucker Company	18-Aug-21	Management	8	Yes	Elect Director Richard K. Smucker	For	For	For	For	Votes AGAINST Alex Shumate and Paul Dolan are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
The J. M. Smucker Company	18-Aug-21	Management	9	Yes	Elect Director Timothy P. Smucker	For	For	For	For	Votes AGAINST Alex Shumate and Paul Dolan are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
The J. M. Smucker Company	18-Aug-21	Management	10	Yes	Elect Director Jodi L. Taylor	For	For	For	For	Votes AGAINST Alex Shumate and Paul Dolan are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
The J. M. Smucker Company	18-Aug-21	Management	11	Yes	Elect Director Dawn C. Willoughby	For	For	For	For	Votes AGAINST Alex Shumate and Paul Dolan are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
The J. M. Smucker Company	18-Aug-21	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because:" the non-auditing consulting fees represent more than 25 percent of total fees paid; and* the auditor's tenure at the company exceeds seven years.
The J. M. Smucker Company	18-Aug-21	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual incentives are entirely based on a pre-set financial metric, although the performance target was set lower than the prior year's actual result due to COVID-19 pandemic-related economic uncertainty. The long-term incentive equity awards are majority performance-conditioned and are measured over a multi-year performance period.
The Procter & Gamble Company	12-Oct-21	Management	1	Yes	Elect Director B. Marc Allen	For	For	For	For	Votes AGAINST Angela Braly and Patricia (Pat) Woertz are warranted for serving as non-independent members of a key board committee.Votes AGAINST Angela Braly, Chair of the Governance and Public Responsibility Committee, are further warranted due to insufficient responsiveness to a majority-supported shareholder proposal and failure to take sufficient actions to mitigate risks related to deforestation.A vote FOR the remaining director nominees is warranted.
The Procter & Gamble Company	12-Oct-21	Management	2	Yes	Elect Director Angela F. Braly	For	For	Against	Against	Votes AGAINST Angela Braly and Patricia (Pat) Woertz are warranted for serving as non-independent members of a key board committee.Votes AGAINST Angela Braly, Chair of the Governance and Public Responsibility Committee, are further warranted due to insufficient responsiveness to a majority-supported shareholder proposal and failure to take sufficient actions to mitigate risks related to deforestation.A vote FOR the remaining director nominees is warranted.
The Procter & Gamble Company	12-Oct-21	Management	3	Yes	Elect Director Amy L. Chang	For	For	For	For	Votes AGAINST Angela Braly and Patricia (Pat) Woertz are warranted for serving as non-independent members of a key board committee.Votes AGAINST Angela Braly, Chair of the Governance and Public Responsibility Committee, are further warranted due to insufficient responsiveness to a majority-supported shareholder proposal and failure to take sufficient actions to mitigate risks related to deforestation.A vote FOR the remaining director nominees is warranted.
The Procter & Gamble Company	12-Oct-21	Management	4	Yes	Elect Director Joseph Jimenez	For	For	For	For	Votes AGAINST Angela Braly and Patricia (Pat) Woertz are warranted for serving as non-independent members of a key board committee.Votes AGAINST Angela Braly, Chair of the Governance and Public Responsibility Committee, are further warranted due to insufficient responsiveness to a majority-supported shareholder proposal and failure to take sufficient actions to mitigate risks related to deforestation.A vote FOR the remaining director nominees is warranted.

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The Procter & Gamble Company	12-Oct-21	Management	5	Yes	Elect Director Christopher Kempczinski	For	For	For	For	Votes AGAINST Angela Braly and Patricia (Pat) Woertz are warranted for serving as non-independent members of a key board committee.Votes AGAINST Angela Braly, Chair of the Governance and Public Responsibility Committee, are further warranted due to insufficient responsiveness to a majority-supported shareholder proposal and failure to take sufficient actions to mitigate risks related to deforestation.A vote FOR the remaining director nominees is warranted.
The Procter & Gamble Company	12-Oct-21	Management	6	Yes	Elect Director Debra L. Lee	For	For	For	For	Votes AGAINST Angela Braly and Patricia (Pat) Woertz are warranted for serving as non-independent members of a key board committee.Votes AGAINST Angela Braly, Chair of the Governance and Public Responsibility Committee, are further warranted due to insufficient responsiveness to a majority-supported shareholder proposal and failure to take sufficient actions to mitigate risks related to deforestation.A vote FOR the remaining director nominees is warranted.
The Procter & Gamble Company	12-Oct-21	Management	7	Yes	Elect Director Terry J. Lundgren	For	For	For	For	Votes AGAINST Angela Braly and Patricia (Pat) Woertz are warranted for serving as non-independent members of a key board committee.Votes AGAINST Angela Braly, Chair of the Governance and Public Responsibility Committee, are further warranted due to insufficient responsiveness to a majority-supported shareholder proposal and failure to take sufficient actions to mitigate risks related to deforestation.A vote FOR the remaining director nominees is warranted.
The Procter & Gamble Company	12-Oct-21	Management	8	Yes	Elect Director Christine M. McCarthy	For	For	For	For	Votes AGAINST Angela Braly and Patricia (Pat) Woertz are warranted for serving as non-independent members of a key board committee.Votes AGAINST Angela Braly, Chair of the Governance and Public Responsibility Committee, are further warranted due to insufficient responsiveness to a majority-supported shareholder proposal and failure to take sufficient actions to mitigate risks related to deforestation.A vote FOR the remaining director nominees is warranted.
The Procter & Gamble Company	12-Oct-21	Management	9	Yes	Elect Director Jon R. Moeller	For	For	For	For	Votes AGAINST Angela Braly and Patricia (Pat) Woertz are warranted for serving as non-independent members of a key board committee.Votes AGAINST Angela Braly, Chair of the Governance and Public Responsibility Committee, are further warranted due to insufficient responsiveness to a majority-supported shareholder proposal and failure to take sufficient actions to mitigate risks related to deforestation.A vote FOR the remaining director nominees is warranted.
The Procter & Gamble Company	12-Oct-21	Management	10	Yes	Elect Director David S. Taylor	For	For	For	For	Votes AGAINST Angela Braly and Patricia (Pat) Woertz are warranted for serving as non-independent members of a key board committee.Votes AGAINST Angela Braly, Chair of the Governance and Public Responsibility Committee, are further warranted due to insufficient responsiveness to a majority-supported shareholder proposal and failure to take sufficient actions to mitigate risks related to deforestation.A vote FOR the remaining director nominees is warranted.
The Procter & Gamble Company	12-Oct-21	Management	11	Yes	Elect Director Margaret C. Whitman	For	For	For	For	Votes AGAINST Angela Braly and Patricia (Pat) Woertz are warranted for serving as non-independent members of a key board committee.Votes AGAINST Angela Braly, Chair of the Governance and Public Responsibility Committee, are further warranted due to insufficient responsiveness to a majority-supported shareholder proposal and failure to take sufficient actions to mitigate risks related to deforestation.A vote FOR the remaining director nominees is warranted.
The Procter & Gamble Company	12-Oct-21	Management	12	Yes	Elect Director Patricia A. Woertz	For	For	Against	Against	Votes AGAINST Angela Braly and Patricia (Pat) Woertz are warranted for serving as non-independent members of a key board committee.Votes AGAINST Angela Braly, Chair of the Governance and Public Responsibility Committee, are further warranted due to insufficient responsiveness to a majority-supported shareholder proposal and failure to take sufficient actions to mitigate risks related to deforestation.A vote FOR the remaining director nominees is warranted.
The Procter & Gamble Company	12-Oct-21	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Procter & Gamble Company	12-Oct-21	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Bonus payouts are commensurate with financial performance, and the long-term awards are approximately half performance based with multiyear performance periods. However, future bonus payouts warrant further monitoring based on the degree of discretion applied to their determination.
The Procter & Gamble Company	12-Oct-21	Shareholder	15	Yes	Adopt a Policy to Include Non-Management Employees as Proxies	Against	Against	For	For	A vote FOR this proposal is warranted as the addition of an employee representative director on the board would enable more robust oversight of issues related to the company's employees and their concerns and is also a step towards further enhancing board diversity.
Thor Industries, Inc.	17-Dec-21	Management	1	Yes	Elect Director Andrew Graves	For	For	For	For	WITHHOLD votes for James Ziemer are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Thor Industries, Inc.	17-Dec-21	Management	2	Yes	Elect Director Christina Hennington	For	For	For	For	WITHHOLD votes for James Ziemer are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Thor Industries, Inc.	17-Dec-21	Management	3	Yes	Elect Director Amelia A. Huntington	For	For	For	For	WITHHOLD votes for James Ziemer are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Thor Industries, Inc.	17-Dec-21	Management	4	Yes	Elect Director Laurel Hurd	For	For	For	For	WITHHOLD votes for James Ziemer are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Thor Industries, Inc.	17-Dec-21	Management	5	Yes	Elect Director Wilson Jones	For	For	For	For	WITHHOLD votes for James Ziemer are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Thor Industries, Inc.	17-Dec-21	Management	6	Yes	Elect Director William J. Kelley, Jr.	For	For	For	For	WITHHOLD votes for James Ziemer are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.

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Thor Industries, Inc.	17-Dec-21	Management	7	Yes	Elect Director Christopher Klein	For	For	For	For	WITHHOLD votes for James Ziemer are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Thor Industries, Inc.	17-Dec-21	Management	8	Yes	Elect Director Robert W. Martin	For	For	For	For	WITHHOLD votes for James Ziemer are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Thor Industries, Inc.	17-Dec-21	Management	9	Yes	Elect Director Peter B. Orthwein	For	For	For	For	WITHHOLD votes for James Ziemer are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Thor Industries, Inc.	17-Dec-21	Management	10	Yes	Elect Director James L. Ziemer	For	For	Withhold	Withhold	WITHHOLD votes for James Ziemer are warranted for serving as a non-independent member of certain key board committees.A vote FOR the remaining director nominees is warranted.
Thor Industries, Inc.	17-Dec-21	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Thor Industries, Inc.	17-Dec-21	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Thor Industries, Inc.	17-Dec-21	Management	13	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Ubiquiti Inc.	09-Dec-21	Management	1	Yes	Elect Director Brandon Arrindell	For	For	For	For	WITHHOLD votes are warranted for Audit and Nominating and Governance committee member Rafael Torres because the committees failed to effectively oversee risk management regarding pledging activity at the company.WITHHOLD votes are also warranted for Nominating Committee member Rafael Torres for failing to establish gender diversity on the board.WITHHOLD votes are further warranted for incumbent Nominating and Governance committee member Rafael Torres due to the board's unilateral adoption of an exclusive forum bylaw.A vote FOR Brandon Arrindell is warranted.
Ubiquiti Inc.	09-Dec-21	Management	2	Yes	Elect Director Rafael Torres	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Audit and Nominating and Governance committee member Rafael Torres because the committees failed to effectively oversee risk management regarding pledging activity at the company.WITHHOLD votes are also warranted for Nominating Committee member Rafael Torres for failing to establish gender diversity on the board.WITHHOLD votes are further warranted for incumbent Nominating and Governance committee member Rafael Torres due to the board's unilateral adoption of an exclusive forum bylaw.A vote FOR Brandon Arrindell is warranted.
Ubiquiti Inc.	09-Dec-21	Management	3	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
United Therapeutics Corporation	30-Sep-21	Management	1	Yes	Amend Certificate of Incorporation to become a Public Benefit C	For	For	For	For	A vote FOR this proposal is warranted as the board's rationale appears reasonable and there does not appear to be any publicly disclosed shareholder dissatisfaction over the proposed conversion.
Vail Resorts, Inc.	08-Dec-21	Management	1	Yes	Elect Director Susan L. Decker	For	For	For	For	Votes AGAINST non-independent nominees Robert Katz, Kirsten Lynch, John Redmond, Hilary Schneider, and John Sorte are warranted for lack of a majority independent board.Votes AGAINST John Redmond, Hilary Schneider, and John Sorte are also warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Vail Resorts, Inc.	08-Dec-21	Management	2	Yes	Elect Director Robert A. Katz	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Katz, Kirsten Lynch, John Redmond, Hilary Schneider, and John Sorte are warranted for lack of a majority independent board.Votes AGAINST John Redmond, Hilary Schneider, and John Sorte are also warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Vail Resorts, Inc.	08-Dec-21	Management	3	Yes	Elect Director Kirsten A. Lynch	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Katz, Kirsten Lynch, John Redmond, Hilary Schneider, and John Sorte are warranted for lack of a majority independent board.Votes AGAINST John Redmond, Hilary Schneider, and John Sorte are also warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Vail Resorts, Inc.	08-Dec-21	Management	4	Yes	Elect Director Nadia Rawlinson	For	For	For	For	Votes AGAINST non-independent nominees Robert Katz, Kirsten Lynch, John Redmond, Hilary Schneider, and John Sorte are warranted for lack of a majority independent board.Votes AGAINST John Redmond, Hilary Schneider, and John Sorte are also warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Vail Resorts, Inc.	08-Dec-21	Management	5	Yes	Elect Director John T. Redmond	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Katz, Kirsten Lynch, John Redmond, Hilary Schneider, and John Sorte are warranted for lack of a majority independent board.Votes AGAINST John Redmond, Hilary Schneider, and John Sorte are also warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Vail Resorts, Inc.	08-Dec-21	Management	6	Yes	Elect Director Michele Romanow	For	For	For	For	Votes AGAINST non-independent nominees Robert Katz, Kirsten Lynch, John Redmond, Hilary Schneider, and John Sorte are warranted for lack of a majority independent board.Votes AGAINST John Redmond, Hilary Schneider, and John Sorte are also warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Vail Resorts, Inc.	08-Dec-21	Management	7	Yes	Elect Director Hilary A. Schneider	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Katz, Kirsten Lynch, John Redmond, Hilary Schneider, and John Sorte are warranted for lack of a majority independent board.Votes AGAINST John Redmond, Hilary Schneider, and John Sorte are also warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.

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STATE STREET GLOBAL ADVISORS PROXY REPORTS - JULY THROUGH DECEMBER, 2021 COMPARED TO ISS AND PUBLIC FUND POLICY RECOMMENDATIONS										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Vail Resorts, Inc.	08-Dec-21	Management	8	Yes	Elect Director D. Bruce Sewell	For	For	For	For	Votes AGAINST non-independent nominees Robert Katz, Kirsten Lynch, John Redmond, Hilary Schneider, and John Sorte are warranted for lack of a majority independent board.Votes AGAINST John Redmond, Hilary Schneider, and John Sorte are also warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Vail Resorts, Inc.	08-Dec-21	Management	9	Yes	Elect Director John F. Sorte	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Katz, Kirsten Lynch, John Redmond, Hilary Schneider, and John Sorte are warranted for lack of a majority independent board.Votes AGAINST John Redmond, Hilary Schneider, and John Sorte are also warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Vail Resorts, Inc.	08-Dec-21	Management	10	Yes	Elect Director Peter A. Vaughn	For	For	For	For	Votes AGAINST non-independent nominees Robert Katz, Kirsten Lynch, John Redmond, Hilary Schneider, and John Sorte are warranted for lack of a majority independent board.Votes AGAINST John Redmond, Hilary Schneider, and John Sorte are also warranted for serving as non-independent members of certain key board committees.A vote FOR the remaining director nominees is warranted.
Vail Resorts, Inc.	08-Dec-21	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Vail Resorts, Inc.	08-Dec-21	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
VF Corporation	27-Jul-21	Management	1	Yes	Elect Director Richard T. Carucci	For	For	Withhold	Withhold	WITHHOLD votes for W. Alan McCollough, Richard Carucci, Juliana Chugg and Clarence Otis Jr. are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
VF Corporation	27-Jul-21	Management	2	Yes	Elect Director Juliana L. Chugg	For	For	Withhold	Withhold	WITHHOLD votes for W. Alan McCollough, Richard Carucci, Juliana Chugg and Clarence Otis Jr. are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
VF Corporation	27-Jul-21	Management	3	Yes	Elect Director Benno Dorer	For	For	For	For	WITHHOLD votes for W. Alan McCollough, Richard Carucci, Juliana Chugg and Clarence Otis Jr. are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
VF Corporation	27-Jul-21	Management	4	Yes	Elect Director Mark S. Hoplamazian	For	For	For	For	WITHHOLD votes for W. Alan McCollough, Richard Carucci, Juliana Chugg and Clarence Otis Jr. are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
VF Corporation	27-Jul-21	Management	5	Yes	Elect Director Laura W. Lang	For	For	For	For	WITHHOLD votes for W. Alan McCollough, Richard Carucci, Juliana Chugg and Clarence Otis Jr. are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
VF Corporation	27-Jul-21	Management	6	Yes	Elect Director W. Alan McCollough	For	For	Withhold	Withhold	WITHHOLD votes for W. Alan McCollough, Richard Carucci, Juliana Chugg and Clarence Otis Jr. are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
VF Corporation	27-Jul-21	Management	7	Yes	Elect Director W. Rodney McMullen	For	For	For	For	WITHHOLD votes for W. Alan McCollough, Richard Carucci, Juliana Chugg and Clarence Otis Jr. are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
VF Corporation	27-Jul-21	Management	8	Yes	Elect Director Clarence Otis, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for W. Alan McCollough, Richard Carucci, Juliana Chugg and Clarence Otis Jr. are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
VF Corporation	27-Jul-21	Management	9	Yes	Elect Director Steven E. Rendle	For	For	For	For	WITHHOLD votes for W. Alan McCollough, Richard Carucci, Juliana Chugg and Clarence Otis Jr. are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
VF Corporation	27-Jul-21	Management	10	Yes	Elect Director Carol L. Roberts	For	For	For	For	WITHHOLD votes for W. Alan McCollough, Richard Carucci, Juliana Chugg and Clarence Otis Jr. are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
VF Corporation	27-Jul-21	Management	11	Yes	Elect Director Matthew J. Shattock	For	For	For	For	WITHHOLD votes for W. Alan McCollough, Richard Carucci, Juliana Chugg and Clarence Otis Jr. are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
VF Corporation	27-Jul-21	Management	12	Yes	Elect Director Veronica B. Wu	For	For	For	For	WITHHOLD votes for W. Alan McCollough, Richard Carucci, Juliana Chugg and Clarence Otis Jr. are warranted for serving as non-independent members of a key board committee.A vote FOR the remaining director nominees is warranted.
VF Corporation	27-Jul-21	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as short-term incentives are primarily based on pre-set financial metrics, and long-term incentives are now majority performance-based. Pay and performance are reasonably aligned for the year in review.
VF Corporation	27-Jul-21	Management	14	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Viatris Inc.	10-Dec-21	Management	1	Yes	Elect Director Neil Dimick	For	For	For	For	A vote FOR the director nominees is warranted.
Viatris Inc.	10-Dec-21	Management	2	Yes	Elect Director Michael Goettler	For	For	For	For	A vote FOR the director nominees is warranted.
Viatris Inc.	10-Dec-21	Management	3	Yes	Elect Director Ian Read	For	For	For	For	A vote FOR the director nominees is warranted.
Viatris Inc.	10-Dec-21	Management	4	Yes	Elect Director Pauline van der Meer Mohr	For	For	For	For	A vote FOR the director nominees is warranted.

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STATE STREET GLOBAL ADVISORS PROXY REPORTS - JULY THROUGH DECEMBER, 2021 COMPARED TO ISS AND PUBLIC FUND POLICY RECOMMENDATIONS										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Viatrix Inc.	10-Dec-21	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The compensation committee has demonstrated only a limited degree of responsiveness to last year's low say-on-pay vote result. Given the lack of disclosed shareholder feedback leading to the low vote result, it is not clear whether recent pay program changes adequately address shareholder concerns. In addition, the Executive Chairman received an excessive cash bonus of \$10 million in connection with the transaction, and other executives are entitled to relatively large cash retention awards which lack performance conditions. Close monitoring is warranted regarding the potential for problematic severance payments under the company's employment agreement with the Executive Chairman, as it is unclear whether the agreement entitles Coury to severance payments if he declines to extend the agreement and resigns at the end of the employment term. Furthermore, the company entered into an amended agreement with another executive that still contains a modified single-trigger provision.
Viatrix Inc.	10-Dec-21	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Viatrix Inc.	10-Dec-21	Management	7	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
W. R. Grace & Co.	17-Sep-21	Management	1	Yes	Approve Merger Agreement	For	For	For	For	Although the merger consideration represents a discount to GRA's one-year pre-deal high and a slight discount to GRA's historic trading levels, shareholders are receiving a meaningful premium to the unaffected share price, the sales process appears thorough, the valuation appears fair, and there is a potential downside risk of non-approval. On balance, a vote FOR the proposed transaction is warranted.
W. R. Grace & Co.	17-Sep-21	Management	2	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although cash severance is double trigger and the majority of outstanding equity is expected to vest upon a qualifying termination, NEOs are entitled to receive problematic excise tax gross-ups pursuant to the merger agreement.
W. R. Grace & Co.	17-Sep-21	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this agenda item is warranted as the underlying transaction warrants
Western Digital Corporation	16-Nov-21	Management	1	Yes	Elect Director Kimberly E. Alexy	For	For	For	For	Votes AGAINST Governance Committee Chair Stephanie Streeter are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court.A vote FOR the remaining director nominees is warranted.
Western Digital Corporation	16-Nov-21	Management	2	Yes	Elect Director Thomas H. Caulfield	For	For	For	For	Votes AGAINST Governance Committee Chair Stephanie Streeter are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court.A vote FOR the remaining director nominees is warranted.
Western Digital Corporation	16-Nov-21	Management	3	Yes	Elect Director Martin I. Cole	For	For	For	For	Votes AGAINST Governance Committee Chair Stephanie Streeter are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court.A vote FOR the remaining director nominees is warranted.
Western Digital Corporation	16-Nov-21	Management	4	Yes	Elect Director Tunc Doluca	For	For	For	For	Votes AGAINST Governance Committee Chair Stephanie Streeter are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court.A vote FOR the remaining director nominees is warranted.
Western Digital Corporation	16-Nov-21	Management	5	Yes	Elect Director David V. Goeckeler	For	For	For	For	Votes AGAINST Governance Committee Chair Stephanie Streeter are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court.A vote FOR the remaining director nominees is warranted.
Western Digital Corporation	16-Nov-21	Management	6	Yes	Elect Director Matthew E. Massengill	For	For	For	For	Votes AGAINST Governance Committee Chair Stephanie Streeter are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court.A vote FOR the remaining director nominees is warranted.
Western Digital Corporation	16-Nov-21	Management	7	Yes	Elect Director Paula A. Price	For	For	For	For	Votes AGAINST Governance Committee Chair Stephanie Streeter are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court.A vote FOR the remaining director nominees is warranted.
Western Digital Corporation	16-Nov-21	Management	8	Yes	Elect Director Stephanie A. Streeter	For	For	Against	Against	Votes AGAINST Governance Committee Chair Stephanie Streeter are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court.A vote FOR the remaining director nominees is warranted.
Western Digital Corporation	16-Nov-21	Management	9	Yes	Elect Director Miyuki Suzuki	For	For	For	For	Votes AGAINST Governance Committee Chair Stephanie Streeter are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court.A vote FOR the remaining director nominees is warranted.
Western Digital Corporation	16-Nov-21	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted, with caution. Some concerns are raised regarding goal rigor and incomplete goal disclosure in the LTI. In addition, certain NEOs received retention awards that lacked performance vesting criteria. However, short-and long-term incentive programs are primarily performance based. The annual incentive award is based primarily on pre-set objective metrics and the majority of the annual-cycle long-term incentive awarded is composed of performance shares with multi-year goals. In addition, reported CEO pay declined significantly in FY21, following large sign-on awards in FY20, and long-term incentives were earned below target in alignment with financial performance. Nevertheless, shareholders are advised to continue to closely monitor pay program decisions and disclosure going forward.
Western Digital Corporation	16-Nov-21	Management	11	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company's three-year average burn rate is excessive.

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STATE STREET GLOBAL ADVISORS PROXY REPORTS - JULY THROUGH DECEMBER, 2021 COMPARED TO ISS AND PUBLIC FUND POLICY RECOMMENDATIONS										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Western Digital Corporation	16-Nov-21	Management	12	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Xilinx, Inc.	04-Aug-21	Management	1	Yes	Elect Director Dennis Segers	For	For	For	For	Votes AGAINST Elizabeth Vanderslice are warranted for serving as a non-independent member of a key board committee.Votes AGAINST incumbent Nominating and Governance Committee members Saar Gillai, Thomas Lee, and Elizabeth Vanderslice are warranted for the boards unilateral adoption of an exclusive venue amendment to the bylaws without seeking shareholder approval.A vote FOR the remaining director nominees is warranted.
Xilinx, Inc.	04-Aug-21	Management	2	Yes	Elect Director Raman K. Chitkara	For	For	For	For	Votes AGAINST Elizabeth Vanderslice are warranted for serving as a non-independent member of a key board committee.Votes AGAINST incumbent Nominating and Governance Committee members Saar Gillai, Thomas Lee, and Elizabeth Vanderslice are warranted for the boards unilateral adoption of an exclusive venue amendment to the bylaws without seeking shareholder approval.A vote FOR the remaining director nominees is warranted.
Xilinx, Inc.	04-Aug-21	Management	3	Yes	Elect Director Saar Gillai	For	For	Against	Against	Votes AGAINST Elizabeth Vanderslice are warranted for serving as a non-independent member of a key board committee.Votes AGAINST incumbent Nominating and Governance Committee members Saar Gillai, Thomas Lee, and Elizabeth Vanderslice are warranted for the boards unilateral adoption of an exclusive venue amendment to the bylaws without seeking shareholder approval.A vote FOR the remaining director nominees is warranted.
Xilinx, Inc.	04-Aug-21	Management	4	Yes	Elect Director Ronald S. Jankov	For	For	For	For	Votes AGAINST Elizabeth Vanderslice are warranted for serving as a non-independent member of a key board committee.Votes AGAINST incumbent Nominating and Governance Committee members Saar Gillai, Thomas Lee, and Elizabeth Vanderslice are warranted for the boards unilateral adoption of an exclusive venue amendment to the bylaws without seeking shareholder approval.A vote FOR the remaining director nominees is warranted.
Xilinx, Inc.	04-Aug-21	Management	5	Yes	Elect Director Mary Louise Krakauer	For	For	For	For	Votes AGAINST Elizabeth Vanderslice are warranted for serving as a non-independent member of a key board committee.Votes AGAINST incumbent Nominating and Governance Committee members Saar Gillai, Thomas Lee, and Elizabeth Vanderslice are warranted for the boards unilateral adoption of an exclusive venue amendment to the bylaws without seeking shareholder approval.A vote FOR the remaining director nominees is warranted.
Xilinx, Inc.	04-Aug-21	Management	6	Yes	Elect Director Thomas H. Lee	For	For	Against	Against	Votes AGAINST Elizabeth Vanderslice are warranted for serving as a non-independent member of a key board committee.Votes AGAINST incumbent Nominating and Governance Committee members Saar Gillai, Thomas Lee, and Elizabeth Vanderslice are warranted for the boards unilateral adoption of an exclusive venue amendment to the bylaws without seeking shareholder approval.A vote FOR the remaining director nominees is warranted.
Xilinx, Inc.	04-Aug-21	Management	7	Yes	Elect Director Jon A. Olson	For	For	For	For	Votes AGAINST Elizabeth Vanderslice are warranted for serving as a non-independent member of a key board committee.Votes AGAINST incumbent Nominating and Governance Committee members Saar Gillai, Thomas Lee, and Elizabeth Vanderslice are warranted for the boards unilateral adoption of an exclusive venue amendment to the bylaws without seeking shareholder approval.A vote FOR the remaining director nominees is warranted.
Xilinx, Inc.	04-Aug-21	Management	8	Yes	Elect Director Victor Peng	For	For	For	For	Votes AGAINST Elizabeth Vanderslice are warranted for serving as a non-independent member of a key board committee.Votes AGAINST incumbent Nominating and Governance Committee members Saar Gillai, Thomas Lee, and Elizabeth Vanderslice are warranted for the boards unilateral adoption of an exclusive venue amendment to the bylaws without seeking shareholder approval.A vote FOR the remaining director nominees is warranted.
Xilinx, Inc.	04-Aug-21	Management	9	Yes	Elect Director Elizabeth W. Vanderslice	For	For	Against	Against	Votes AGAINST Elizabeth Vanderslice are warranted for serving as a non-independent member of a key board committee.Votes AGAINST incumbent Nominating and Governance Committee members Saar Gillai, Thomas Lee, and Elizabeth Vanderslice are warranted for the boards unilateral adoption of an exclusive venue amendment to the bylaws without seeking shareholder approval.A vote FOR the remaining director nominees is warranted.
Xilinx, Inc.	04-Aug-21	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as short-term incentives continue to be primarily based on financial metrics, and long-term incentives are half performance-based. Although some concerns are noted, pay and performance are reasonably aligned for the year in review.
Xilinx, Inc.	04-Aug-21	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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TIMESQUARE PROXY VOTES July - December 2021 Compared to ISS and Glass Lewis Recommendations							
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote
Accton Technology Corp.	1	Approve Business Operations Report and Financial Statements	No	For	For		For
Accton Technology Corp.	2	Approve Profit Distribution	No	For	For		For
Accton Technology Corp.	3.1	Elect a Representative of KUAN XIN INVESTMENT CORP, with Shareholder No. 0248318, as Non-independent Director	No	For	Against		Against
Accton Technology Corp.	3.2	Elect HUANG KUO-HSIU, with Shareholder No. 0000712, as Non-independent Director	No	For	For		For
Accton Technology Corp.	3.3	Elect DU HENG-YI, a Representative of TING SING CO. LTD., with Shareholder No. 0192084, as Non-independent Director	No	For	For		For
Accton Technology Corp.	3.4	Elect HUANG SHU-CHIEH, with Shareholder No. B120322XXX, as Independent Director	No	For	For		For
Accton Technology Corp.	3.5	Elect LEE FA-YAUH, with Shareholder No. A104398XXX, as Independent Director	No	For	For		For
Accton Technology Corp.	3.6	Elect KUO MING-JIAN, with Shareholder No. F122181XXX, as Independent Director	No	For	Against		Against
Accton Technology Corp.	3.7	Elect EIZO KOBAYASHI, with Shareholder No. 1949010XXX, as Independent Director	No	For	For		For
Accton Technology Corp.	3.8	Elect ANKUR SINGLA, with Shareholder No. 1977032XXX, as Independent Director	No	For	For		For
Accton Technology Corp.	3.9	Elect AVIGDOR WILLENZ, with Shareholder No. 1956061XXX, as Independent Director	No	For	For		For
Accton Technology Corp.	4	Approve Release of Restrictions of Competitive Activities of Newly Appointed Directors and Representatives	No	For	For		For
Afya Limited	1	Accept Financial Statements and Statutory Reports	No	For	For		For
Afya Limited	2	Adopt Amended and Restated Memorandum and Articles of Association	No	For	For		For
Auto Trader Group Plc	1	Accept Financial Statements and Statutory Reports	No	For	For		For
Auto Trader Group Plc	2	Approve Remuneration Policy	No	For	For		For
Auto Trader Group Plc	3	Approve Remuneration Report	No	For	For		For
Auto Trader Group Plc	4	Approve Final Dividend	No	For	For		For
Auto Trader Group Plc	5	Re-elect Ed Williams as Director	No	For	For		For
Auto Trader Group Plc	6	Re-elect Nathan Coe as Director	No	For	For		For
Auto Trader Group Plc	7	Re-elect David Keens as Director	No	For	For		For
Auto Trader Group Plc	8	Re-elect Jill Easterbrook as Director	No	For	For		For

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TIMESQUARE PROXY VOTES July - December 2021 Compared to ISS and Glass Lewis Recommendations							
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote
Auto Trader Group Plc	9	Re-elect Jeni Mundy as Director	No	For	For		For
Auto Trader Group Plc	10	Re-elect Catherine Faiers as Director	No	For	For		For
Auto Trader Group Plc	11	Re-elect Jamie Warner as Director	No	For	For		For
Auto Trader Group Plc	12	Re-elect Sigga Sigurdardottir as Director	No	For	For		For
Auto Trader Group Plc	13	Reappoint KPMG LLP as Auditors	No	For	For		For
Auto Trader Group Plc	14	Authorise Board to Fix Remuneration of Auditors	No	For	For		For
Auto Trader Group Plc	15	Authorise Issue of Equity	No	For	For		Against
Auto Trader Group Plc	16	Authorise Issue of Equity without Pre-emptive Rights	No	For	For		For
Auto Trader Group Plc	17	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Specified Capital Investment	No	For	For		For
Auto Trader Group Plc	18	Authorise Market Purchase of Ordinary Shares	No	For	For		For
Auto Trader Group Plc	19	Authorise the Company to Call General Meeting with Two Weeks' Notice	No	For	For		For
Befesa SA	1	Increase Authorized Share Capital and Amend Article 6 of the Articles of Association	No	For	For		For
Befesa SA	2	Amend Article 28 Re: Representation	No	For	For		For
Befesa SA	3	Amend Article 29 Re: Right to Ask Questions	No	For	For		For
Befesa SA	4	Amend Article 30 Re: Proceedings	No	For	For		For
Befesa SA	5	Amend Article 32 Re: Voting at General Meetings	No	For	For		For
Boa Vista Servicos SA	1	Ratify Alvarez & Marsal Assessoria em Transacoes Ltda. (A&M) as Independent Firm to Appraise Proposed Transaction	No	For	For		For
Boa Vista Servicos SA	2	Approve Independent Firm's Appraisal Re: Acquisition of Shares Representing 72.2 Percent of the Social Capital of Konduto Internet Data Technology S.A. (Konduto)	No	For	For		For
Boa Vista Servicos SA	3	Approve Acquisition of Shares Representing 72.2 Percent of the Social Capital of Konduto Internet Data Technology S.A. (Konduto)	No	For	For		For
Boa Vista Servicos SA	4	Approve Agreement to Acquire Konduto Internet Data Technology S.A. (Konduto)	No	For	For		For
Boa Vista Servicos SA	5	Ratify Alvarez & Marsal Assessoria em Transacoes Ltda. (A&M) as Independent Firm to Appraise Proposed Transaction	No	For	For		For
Boa Vista Servicos SA	6	Approve Independent Firm's Appraisal Re: Acquisition of Shares Representing 27.8 Percent of the Social Capital of Konduto Internet Data Technology S.A. (Konduto)	No	For	For		For

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TIMESQUARE PROXY VOTES July - December 2021 Compared to ISS and Glass Lewis Recommendations							
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote
Boa Vista Servicios SA	7	Approve Acquisition of Shares Representing 27.8 Percent of the Social Capital of Konduto Internet Data Technology S.A. (Konduto)	No	For	For		For
Boa Vista Servicios SA	8	Approve Increase in Share Capital	No	For	For		For
Boa Vista Servicios SA	9	Approve Issuance of Two Subscription Bonus in Connection with the Transaction	No	For	For		For
Boa Vista Servicios SA	10	Amend Article 6 to Reflect Changes in Capital	No	For	For		For
Boa Vista Servicios SA	11	Ratify the Acts already Taken by the Board Regarding the Above Resolutions and Authorize Board to Ratify and Execute Approved Resolutions	No	For	For		For
Electrocomponents Plc	1	Accept Financial Statements and Statutory Reports	No	For	For		For
Electrocomponents Plc	2	Approve Remuneration Report	No	For	For		For
Electrocomponents Plc	3	Approve Final Dividend	No	For	For		For
Electrocomponents Plc	4	Re-elect Louisa Burdett as Director	No	For	For		For
Electrocomponents Plc	5	Re-elect David Egan as Director	No	For	For		For
Electrocomponents Plc	6	Elect Rona Fairhead as Director	No	For	For		For
Electrocomponents Plc	7	Re-elect Bessie Lee as Director	No	For	For		For
Electrocomponents Plc	8	Re-elect Simon Pryce as Director	No	For	For		For
Electrocomponents Plc	9	Re-elect Lindsley Ruth as Director	No	For	For		For
Electrocomponents Plc	10	Re-elect David Sleath as Director	No	For	For		For
Electrocomponents Plc	11	Re-elect Joan Wainwright as Director	No	For	For		For
Electrocomponents Plc	12	Reappoint PricewaterhouseCoopers LLP as Auditors	No	For	For		For
Electrocomponents Plc	13	Authorise the Audit Committee to Fix Remuneration of Auditors	No	For	For		For
Electrocomponents Plc	14	Authorise UK Political Donations and Expenditure	No	For	For		For
Electrocomponents Plc	15	Authorise Issue of Equity	No	For	For		For
Electrocomponents Plc	16	Authorise Issue of Equity without Pre-emptive Rights	No	For	For		For
Electrocomponents Plc	17	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	No	For	For		For
Electrocomponents Plc	18	Authorise Market Purchase of Ordinary Shares	No	For	For		For
Electrocomponents Plc	19	Authorise the Company to Call General Meeting with Two Weeks' Notice	No	For	For		For
Electrocomponents Plc	20	Adopt New Articles of Association	No	For	For		For
FincoBank SpA	1	Approve Dividend Distribution	No	For	For		For
FOOD & LIFE COMPANIES LTD.	1	Approve Allocation of Income, with a Final Dividend of JPY 22.5	No	For	For		For

B.1.a

TIMESQUARE PROXY VOTES July - December 2021 Compared to ISS and Glass Lewis Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote
FOOD & LIFE COMPANIES LTD.	2.1	Elect Director Mizutome, Koichi	No	For	For		For
FOOD & LIFE COMPANIES LTD.	2.2	Elect Director Kondo, Akira	No	For	For		For
FOOD & LIFE COMPANIES LTD.	2.3	Elect Director Takaoka, Kozo	No	For	For		For
FOOD & LIFE COMPANIES LTD.	2.4	Elect Director Miyake, Minesaburo	No	For	For		For
FOOD & LIFE COMPANIES LTD.	2.5	Elect Director Kanise, Reiko	No	For	For		For
FOOD & LIFE COMPANIES LTD.	2.6	Elect Director Sato, Koki	No	For	For		For
FOOD & LIFE COMPANIES LTD.	3	Approve Compensation Ceiling for Directors Who Are Not Audit Committee Members	No	For	For		For
Fortnox AB	1	Elect Chairman of Meeting	No	For	For		For
Fortnox AB	2	Designate Inspector(s) of Minutes of Meeting	No	For	For		For
Fortnox AB	3	Prepare and Approve List of Shareholders	No	For	For		For
Fortnox AB	4	Approve Agenda of Meeting	No	For	For		For
Fortnox AB	5	Acknowledge Proper Convening of Meeting	No	For	For		For
Fortnox AB	6	Determine Number of Members (6) and Deputy Members (0) of Board	No	For	For		For
Fortnox AB	7	Approve Remuneration of New Elected Directors	No	For	For		For
Fortnox AB	8.1	Elect Per Bertland as New Director	No	For	For		For
Fortnox AB	8.2	Elect Lena Glader as New Director	No	For	For		For
Fortnox AB	9	Approve Remuneration Policy And Other Terms of Employment For Executive Management	No	For	For		For
Fortnox AB	10	Approve 10:1 Stock Split; Amend Articles Accordingly	No	For	For		For
Fortnox AB	11	Amend Articles	No	For	For		For
HomeServe Plc	1	Accept Financial Statements and Statutory Reports	No	For	For		For
HomeServe Plc	2	Approve Remuneration Report	No	For	For		For
HomeServe Plc	3	Approve Final Dividend	No	For	For		For
HomeServe Plc	4	Elect Tommy Breen as Director	No	For	For		For
HomeServe Plc	5	Elect Ross Clemmow as Director	No	For	For		For
HomeServe Plc	6	Elect Roisin Donnelly as Director	No	For	For		For
HomeServe Plc	7	Re-elect Richard Harpin as Director	No	For	For		For
HomeServe Plc	8	Re-elect David Bower as Director	No	For	For		For
HomeServe Plc	9	Re-elect Tom Rusin as Director	No	For	For		For
HomeServe Plc	10	Re-elect Katrina Cliffe as Director	No	For	For		For
HomeServe Plc	11	Re-elect Stella David as Director	No	For	For		For

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TIMESQUARE PROXY VOTES July - December 2021 Compared to ISS and Glass Lewis Recommendations							
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote
HomeServe Plc	12	Re-elect Edward Fitzmaurice as Director	No	For	For		For
HomeServe Plc	13	Re-elect Olivier Gremillon as Director	No	For	For		For
HomeServe Plc	14	Re-elect Ron McMillan as Director	No	For	For		For
HomeServe Plc	15	Reappoint Deloitte LLP as Auditors	No	For	For		For
HomeServe Plc	16	Authorise Board to Fix Remuneration of Auditors	No	For	For		For
HomeServe Plc	17	Authorise Issue of Equity	No	For	For		For
HomeServe Plc	18	Authorise Issue of Equity without Pre-emptive Rights	No	For	For		For
HomeServe Plc	19	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	No	For	For		For
HomeServe Plc	20	Authorise Market Purchase of Ordinary Shares	No	For	For		For
HomeServe Plc	21	Authorise the Company to Call General Meeting with Two Weeks' Notice	No	For	For		For
IPH Limited	3	Elect Robin Low as Director	No	For	For		For
IPH Limited	4	Elect Peter Warne as Director	No	For	For		For
IPH Limited	5	Approve Issuance of Performance Rights to Andrew Blattman	No	For	For		For
IPH Limited	6	Approve the Amendments to the Company's Constitution	No	For	For		For
IPH Limited	7	Approve Proportional Takeover Provisions	No	For	For		For
IPH Limited	8	Approve Remuneration Report	No	For	For		For
Ipsos SA	1	Approve Remuneration Policy of CEO	No	For	For		For
Ipsos SA	2	Amend Item 19 of 28 May 2020 General Meeting	No	For	For		For
Ipsos SA	3	Authorize Filing of Required Documents/Other Formalities	No	For	For		For
Link Mobility Group Holding AS	1	Elect Chairman of Meeting	Yes				
Link Mobility Group Holding AS	2	Designate Inspector(s) of Minutes of Meeting	Yes				
Link Mobility Group Holding AS	3	Approve Notice of Meeting and Agenda	No	For	For		For
Link Mobility Group Holding AS	4	Approve Equity Plan Financing	No	For	Against		Against
Link Mobility Group Holding AS	5	Amend Remuneration Policy And Other Terms of Employment For Executive Management	No	For	Against		Against
Mani, Inc.	1.1	Elect Director Takai, Toshihide	No	For	For		For
Mani, Inc.	1.2	Elect Director Saito, Masahiko	No	For	For		For
Mani, Inc.	1.3	Elect Director Takahashi, Kazuo	No	For	For		For
Mani, Inc.	1.4	Elect Director Morikawa, Michio	No	For	For		For
Mani, Inc.	1.5	Elect Director Matsuda, Michiharu	No	For	For		For
Mani, Inc.	1.6	Elect Director Yano, Tatsushi	No	For	For		For

B.1.a

TIMESQUARE PROXY VOTES July - December 2021 Compared to ISS and Glass Lewis Recommendations							
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote
Mani, Inc.	1.7	Elect Director Moriyama, Yukiko	No	For	For		For
Medpeer, Inc.	1.1	Elect Director Iwami, Yo	No	For	For		For
Medpeer, Inc.	1.2	Elect Director Tembo, Yoshihiko	No	For	For		For
Medpeer, Inc.	1.3	Elect Director Hirabayashi, Toshio	No	For	For		For
Medpeer, Inc.	1.4	Elect Director Kawana, Masatoshi	No	For	For		For
Medpeer, Inc.	1.5	Elect Director Shimura, Masayuki	No	For	For		For
Medpeer, Inc.	2.1	Appoint Statutory Auditor Sueyoshi, Shunichi	No	For	For		For
Medpeer, Inc.	2.2	Appoint Statutory Auditor Hayama, Takashi	No	For	For		For
Medpeer, Inc.	2.3	Appoint Statutory Auditor Sato, Hiroyasu	No	For	For		For
Melrose Industries Plc	1	Approve Reduction of Share Premium Account	No	For	For		For
Melrose Industries Plc	2	Approve Issuance of B2 Shares	No	For	For		For
Melrose Industries Plc	3	Approve Share Consolidation	No	For	For		For
Nordnet AB	1	Elect Chairman of Meeting	No	For	For		For
Nordnet AB	2	Prepare and Approve List of Shareholders	No	For	For		For
Nordnet AB	3	Designate Inspector(s) of Minutes of Meeting	No	For	For		For
Nordnet AB	4	Acknowledge Proper Convening of Meeting	No	For	For		For
Nordnet AB	5	Approve Agenda of Meeting	No	For	For		For
Nordnet AB	6	Approve Warrant Plan for Key Employees	No	For	For		For
Nordnet AB	1	Elect Chairman of Meeting	No	For	For		For
Nordnet AB	2	Prepare and Approve List of Shareholders	No	For	For		For
Nordnet AB	3	Approve Agenda of Meeting	No	For	For		For
Nordnet AB	4	Acknowledge Proper Convening of Meeting	No	For	For		For
Nordnet AB	5	Approve Agenda of Meeting	No	For	For		For
Nordnet AB	6	Approve Dividends of SEK 1.77 Per Share	No	For	For		For
Patria Investments Limited	1	Approve Merger Agreement	No	For	For		For
Patria Investments Limited	2	Authorize Board to Ratify and Execute Approved Resolutions	No	For	For		For
Patria Investments Limited	3	Elect Director Pablo Echeverria Benitez	No	For	Against		Against
Steadfast Group Limited	2	Approve Remuneration Report	No	For	For		For
Steadfast Group Limited	3	Approve Grant of Deferred Equity Awards to Robert Kelly	No	For	For		For
Steadfast Group Limited	4	Ratify Past Issuance of Placement Shares to Certain Institutional Investors and the Vendors of Coverforce	No	For	For		For
Steadfast Group Limited	5	Approve the Increase in Maximum Aggregate Remuneration of Non-Executive Directors	No	None	For		For

B.1.a

TIMESQUARE PROXY VOTES July - December 2021 Compared to ISS and Glass Lewis Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote
Steadfast Group Limited	6	Elect Vicki Allen as Director	No	For	For		For
Steadfast Group Limited	7	Elect David Liddy as Director	No	For	For		For
Steadfast Group Limited	8	Elect Gai McGrath as Director	No	For	For		For
Valmet Corp.	1	Open Meeting	Yes				
Valmet Corp.	2	Call the Meeting to Order	Yes				
Valmet Corp.	3	Designate Inspector or Shareholder Representative(s) of Minutes of Meeting	Yes				
Valmet Corp.	4	Acknowledge Proper Convening of Meeting	Yes				
Valmet Corp.	5	Prepare and Approve List of Shareholders	Yes				
Valmet Corp.	6	Approve Merger Agreement with Neles	No	For	For		For
Valmet Corp.	7	Close Meeting	Yes				

Board Statistics Report

B.1.b



Parameters Used:
 Location(s): All locations
 Account Group(s): All account groups
 Institution Account(s): Dimensional Fund Advisors
 Custodian Account(s): All custodian accounts
 Reporting Period: 7/1/21 to 12/31/21

Meeting Overview

Category	Number	Percentage
Number of votable meetings	190	
Number of meetings voted	190	100.00%
Number of meetings with at least 1 vote Against, Withhold or Abstain	40	21.05%

Ballot Overview

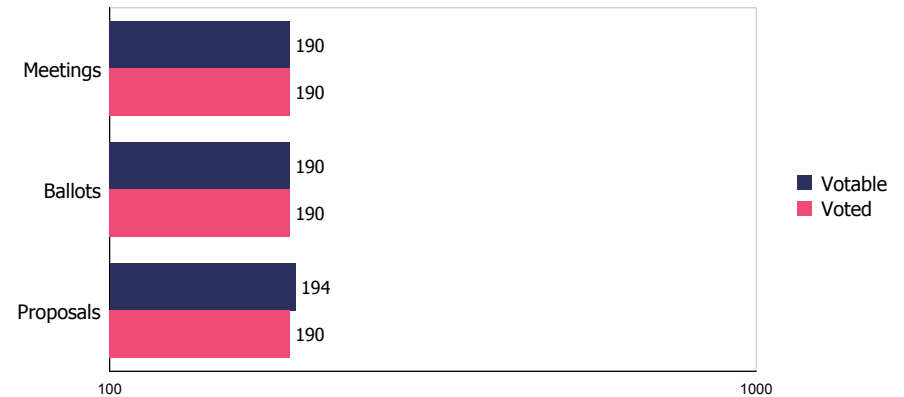
Category	Number	Percentage
Number of votable ballots	190	
Number of ballots voted	190	100.00%

Proposal Overview

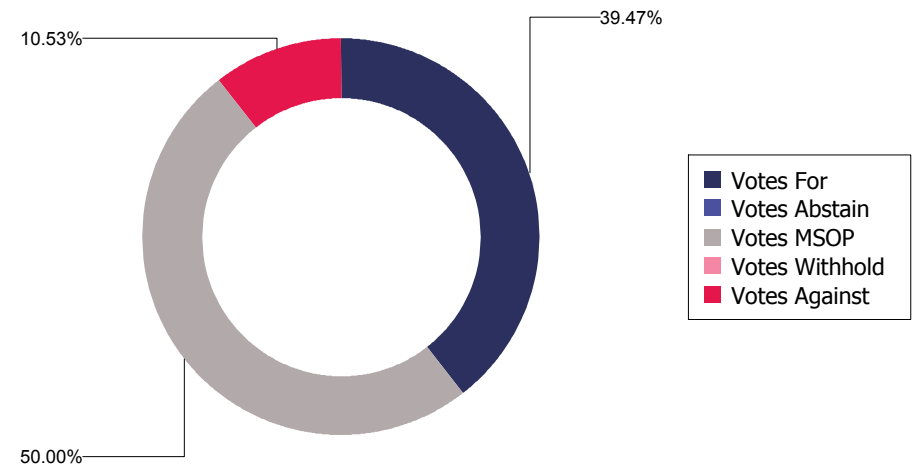
Category	Number	Percentage
Number of votable items	194	
Number of items voted	190	97.94%
Number of votes FOR	150	78.95%
Number of votes AGAINST	40	21.05%
Number of votes ABSTAIN	0	0.00%
Number of votes WITHHOLD	0	0.00%
Number of votes on MSOP	190	100.00%
Number of votes One Year	0	0.00%
Number of votes Two Years	0	0.00%
Number of votes Three Years	0	0.00%
Number of votes With Policy	190	100.00%
Number of votes Against Policy	0	0.00%
Number of votes With Mgmt	150	78.95%
Number of votes Against Mgmt	40	21.05%
Number of votes on Shareholder Proposals	0	0.00%

Note: Instructions of Do Not Vote are not considered voted, and in cases of different votes submitted across ballots for a given meeting, votes cast are distinctly counted by type per proposal where total votes submitted by type may be higher than unique proposals voted.

Voting Statistics

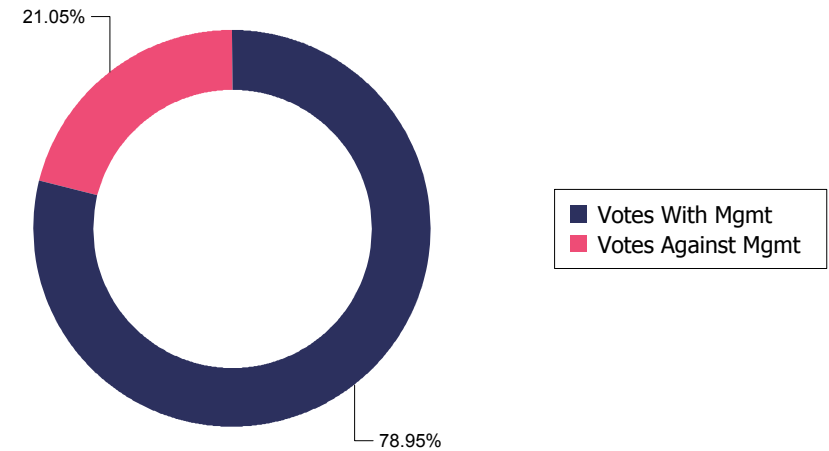


Vote Cast Statistics

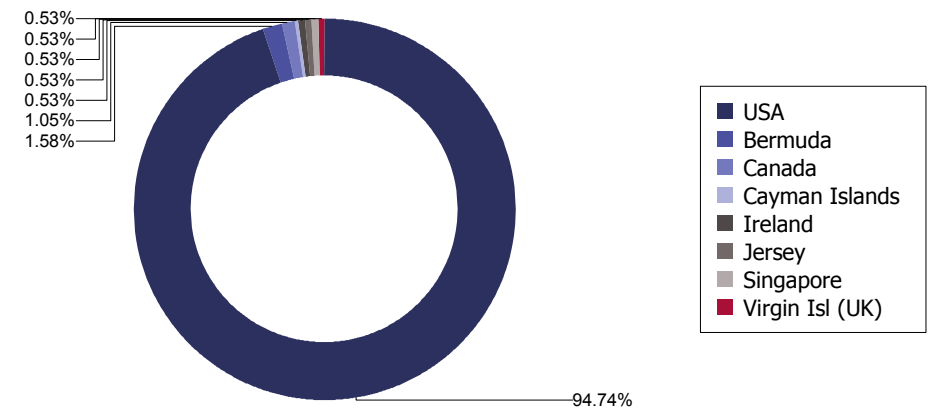


Vote Alignment with Policy

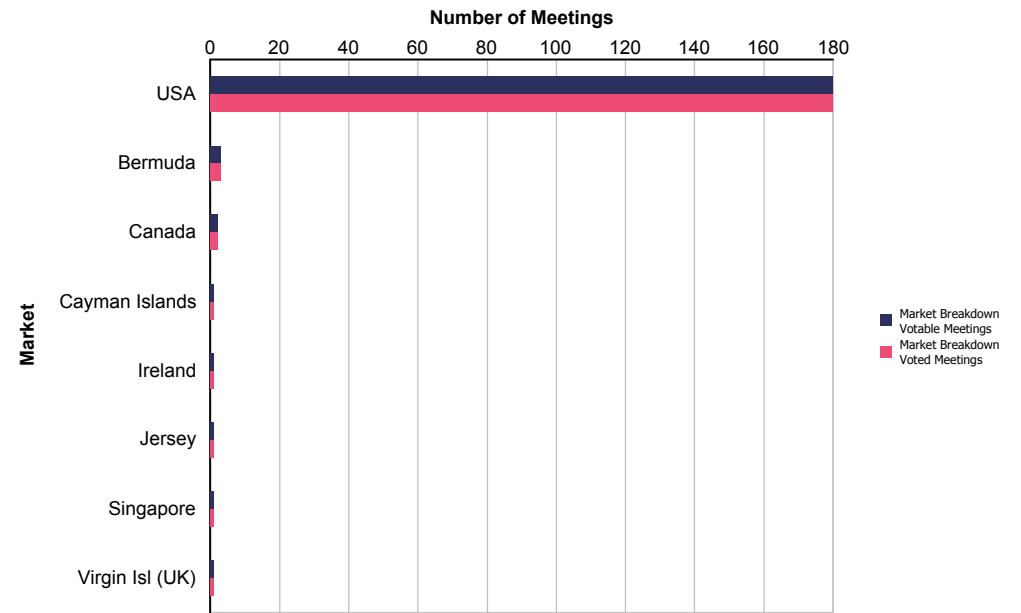
No graphical representation provided.

Vote Alignment with Management**Market Breakdown**

Market	Votable Meetings	Voted Meetings	Percentage
USA	180	180	100.00%
Bermuda	3	3	100.00%
Canada	2	2	100.00%
Cayman Islands	1	1	100.00%
Ireland	1	1	100.00%
Jersey	1	1	100.00%
Singapore	1	1	100.00%
Virgin Isl (UK)	1	1	100.00%

Meetings Voted by Market

Market Voting Statistics



Analysis of Votes: AGAINST/ABSTAIN/WITHHOLD

Company Name	Meeting Date	Market	Proposal Code Description	Proposal Type Category	Proposal Text	# of Items Voted AGST/ABST/WITHH
Richardson Electronics, Ltd.	05-Oct-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Radiant Logistics, Inc.	17-Nov-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
OptimizeRx Corporation	19-Aug-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Provident Financial Holdings, Inc.	30-Nov-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Catalyst Pharmaceuticals, Inc.	03-Dec-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Methode Electronics, Inc.	15-Sep-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
IDT Corporation	15-Dec-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
PFSweb, Inc.	27-Jul-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Orion Energy Systems, Inc.	05-Aug-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Korn Ferry	29-Sep-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Comtech Telecommunications Corp.	28-Dec-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
TESSCO Technologies Incorporated	28-Jul-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
RBC Bearings Incorporated	08-Sep-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
RCM Technologies, Inc.	16-Dec-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Steelcase Inc.	14-Jul-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Newmark Group, Inc.	17-Dec-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
STRATTEC SECURITY CORPORATION	05-Oct-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
BGC Partners, Inc.	22-Nov-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Cimpress NV	30-Nov-21	Ireland	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Graham Corporation	28-Jul-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1

Analysis of Votes: AGAINST/ABSTAIN/WITHHOLD (Continued)

Company Name	Meeting Date	Market	Proposal Code Description	Proposal Type Category	Proposal Text	# of Items Voted AGST/ABST/WITHH
Coty Inc.	04-Nov-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
NextGen Healthcare, Inc.	13-Oct-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
The Container Store Group, Inc.	01-Sep-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Flexsteel Industries, Inc.	08-Dec-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Farmer Bros. Co.	15-Dec-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Anterix Inc.	06-Aug-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Southern Missouri Bancorp, Inc.	25-Oct-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Modine Manufacturing Company	22-Jul-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Avid Bioservices, Inc.	21-Oct-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
NetScout Systems, Inc.	09-Sep-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Organovo Holdings, Inc.	05-Oct-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Ennis, Inc.	15-Jul-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Ebix, Inc.	14-Oct-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Bottomline Technologies, Inc.	18-Nov-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Consumer Portfolio Services, Inc.	30-Nov-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Premier, Inc.	03-Dec-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
DXC Technology Company	17-Aug-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Kingstone Companies, Inc.	10-Aug-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Liberty TripAdvisor Holdings, Inc.	28-Jul-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
PlayAGS, Inc.	01-Jul-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1

Analysis of Votes Against Policy**There are no votes against policy.****Analysis of Votes Against Management**

Company Name	Meeting Date	Market	Proposal Code Description	Proposal Type Category	Proposal Text	# of items voted AGST Mgmt
Richardson Electronics, Ltd.	05-Oct-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Radiant Logistics, Inc.	17-Nov-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
OptimizeRx Corporation	19-Aug-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Provident Financial Holdings, Inc.	30-Nov-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Catalyst Pharmaceuticals, Inc.	03-Dec-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Methode Electronics, Inc.	15-Sep-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
IDT Corporation	15-Dec-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
PFSweb, Inc.	27-Jul-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Orion Energy Systems, Inc.	05-Aug-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Korn Ferry	29-Sep-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Comtech Telecommunications Corp.	28-Dec-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
TESSCO Technologies Incorporated	28-Jul-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
RBC Bearings Incorporated	08-Sep-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1

Analysis of Votes Against Management (Continued)

Company Name	Meeting Date	Market	Proposal Code Description	Proposal Type Category	Proposal Text	# of items voted AGST Mgmt
RCM Technologies, Inc.	16-Dec-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Steelcase Inc.	14-Jul-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Newmark Group, Inc.	17-Dec-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
STRATTEC SECURITY CORPORATION	05-Oct-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
BGC Partners, Inc.	22-Nov-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Cimpress NV	30-Nov-21	Ireland	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Graham Corporation	28-Jul-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Coty Inc.	04-Nov-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
NextGen Healthcare, Inc.	13-Oct-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
The Container Store Group, Inc.	01-Sep-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Flexsteel Industries, Inc.	08-Dec-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Farmer Bros. Co.	15-Dec-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Anterix Inc.	06-Aug-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Southern Missouri Bancorp, Inc.	25-Oct-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Modine Manufacturing Company	22-Jul-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1

Analysis of Votes Against Management (Continued)

Company Name	Meeting Date	Market	Proposal Code Description	Proposal Type Category	Proposal Text	# of items voted AGST Mgmt
Avid Bioservices, Inc.	21-Oct-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
NetScout Systems, Inc.	09-Sep-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Organovo Holdings, Inc.	05-Oct-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Ennis, Inc.	15-Jul-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Ebix, Inc.	14-Oct-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Bottomline Technologies, Inc.	18-Nov-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Consumer Portfolio Services, Inc.	30-Nov-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Premier, Inc.	03-Dec-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
DXC Technology Company	17-Aug-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Kingstone Companies, Inc.	10-Aug-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Liberty TripAdvisor Holdings, Inc.	28-Jul-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
PlayAGS, Inc.	01-Jul-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1

Unvoted Meetings**There are no unvoted meetings.**

DIMENSIONAL FUND ADVISORS PROXY VOTES - EXECUTIVE COMPENSATION - JULY THROUGH DECEMBER 2021													
B.1.b													
Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
A-Mark Precious Metals, Inc.	28-Oct-21	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
AAR Corp.	28-Sep-21	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Adtalem Global Education Inc.	10-Nov-21	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Advanced Drainage Systems, Inc.	22-Jul-21	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No
AeroVironment, Inc.	24-Sep-21	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Agilysys, Inc.	18-Nov-21	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Akoustis Technologies, Inc.	28-Oct-21	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Alpha and Omega Semiconductor Ltd.	11-Nov-21	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time and no significant concerns were identified.	No	No	No
America's Car-Mart, Inc.	25-Aug-21	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
American Software, Inc.	18-Aug-21	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
American Woodmark Corporation	26-Aug-21	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
AngioDynamics, Inc.	03-Nov-21	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Anterix Inc.	06-Aug-21	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While the company made some improvements to disclosure of short-term incentive metrics, and the long-term incentive program is primarily performance-based, structural concerns remain. Specifically, annual incentive payout decisions lack transparency, as certain goals and actual results were not disclosed, and certain forward-looking goals for performance-based equity awards are not disclosed, either. Further, NEOs other than the CEO received entirely time-based long-term incentives.	Yes	No	No
Applied Genetic Technologies Corporation	30-Nov-21	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Applied Industrial Technologies, Inc.	26-Oct-21	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Aviat Networks, Inc.	10-Nov-21	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Avid Bioservices, Inc.	21-Oct-21	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted given the concerns raised with respect to the company's provision of large miscellaneous perquisites to the CEO, the lack of long-term performance metrics for awards granted in the most recent fiscal year, and the inclusion of outsized companies in the company's peer group for compensation benchmarking.	Yes	Yes	No
Avnet, Inc.	18-Nov-21	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Axos Financial, Inc.	21-Oct-21	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
AZZ Inc.	13-Jul-21	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A cautionary vote FOR this proposal is warranted. Although the company adjusted the STI performance goals which led to above target bonuses to the NEOs, it did not result in a pay-for-performance misalignment.	No	No	No
Ballantyne Strong, Inc.	06-Dec-21	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No

DIMENSIONAL FUND ADVISORS PROXY VOTES - EXECUTIVE COMPENSATION - JULY THROUGH DECEMBER 2021 **B.1.b**

Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Catalyst Pharmaceuticals, Inc.	03-Dec-21	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because:* Equity awards to the CEO lack any performance-contingent pay elements;* The company targets all components of executive compensation above the median of its peer group; and* The company does not employ several risk-mitigating measures in its executive compensation programs.	Yes	Yes	No
Cavco Industries, Inc.	05-Aug-21	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
CDK Global, Inc.	11-Nov-21	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Champions Oncology, Inc.	20-Oct-21	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Chuy's Holdings, Inc.	29-Jul-21	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Cimpress NV	30-Nov-21	Management	Yes	2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because:* Equity awards allow for auto-accelerated vesting upon a change-in-control event;* The company continues to use above-median benchmarking for CEO total pay; and* The company does not disclose a sufficient compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for executives.	Yes	Yes	No
Cirrus Logic, Inc.	30-Jul-21	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Coda Octopus Group, Inc.	14-Sep-21	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Columbus McKinnon Corporation	19-Jul-21	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Commvault Systems, Inc.	19-Aug-21	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Computer Task Group, Incorporated	16-Sep-21	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, support FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Comtech Telecommunications Corp.	28-Dec-21	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provides an excessive amount for the CEO's life insurance perquisites.	Yes	Yes	No
Comtech Telecommunications Corp.	28-Dec-21	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	None	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.	No	No	No
Consumer Portfolio Services, Inc.	30-Nov-21	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted because:* The company demonstrated poor responsiveness to shareholder concerns following last year's low say-on-pay support;* Equity awards allow for auto-accelerated vesting upon a change-in-control event;* The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines, or holding period requirements for executives; and* Equity awards to the CEO lack any performance-contingent pay elements.	Yes	No	No
Coty Inc.	04-Nov-21	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although CEO Nabi is not eligible for additional equity awards and the annual bonus plan during her employment term, her sign-on RSUs of \$280 million represent an extraordinary magnitude. Further concerning is that the awards are designed to fully vest in less than three years following the grant. Additionally, Nabi is entitled to an outsized base salary valued at approximately \$3.5 million for 2021. Overall, FY21 pay lacks pre-set performance criteria, as other NEOs' equity awards are also entirely time-based, and the FY21 bonus program was suspended due to the pandemic. Further, another NEO also received a relatively large base salary. Notably, these significant concerns for the year in review follow a multiple years of problematic pay decisions at the	Yes	No	No
CRA International, Inc.	28-Jul-21	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No

DIMENSIONAL FUND ADVISORS PROXY VOTES - EXECUTIVE COMPENSATION - JULY THROUGH DECEMBER 2021													
Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Cracker Barrel Old Country Store, Inc.	18-Nov-21	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. In response to the prior year's low say-on-pay vote, the compensation committee engaged with shareholders and made significant improvements to the company's compensation practices in response to the feedback received. Further, pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
CSW Industrials, Inc.	25-Aug-21	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Culp, Inc.	29-Sep-21	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While some concerns are raised given that equity awards for fiscal 2021 were entirely time-vesting, pay-for-performance concerns are mitigated at this time as prior cycle performance awards were forfeited when goals were unmet and the bonus program is entirely performance-	No	No	No
Daktronics, Inc.	01-Sep-21	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Digital Turbine, Inc.	14-Sep-21	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
DXC Technology Company	17-Aug-21	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	Following the low support for say-on-pay in 2020, the company engaged with a significant portion of its shareholder base and made changes and commitments to address certain concerns related to the executive compensation program. These included the company making a commitment to only pay for actual performance and not waive performance conditions on incentive awards going forward. In addition, the company improved its disclosure regarding the rationale for using certain performance metrics. However, there is an unmitigated pay-for-performance misalignment for the year in review. Specifically, the annual incentive pool was funded above target based on financial goals that were set significantly lower than the prior year, while executives' payout opportunities remained unchanged. The application of a subjective strategic modifier then increased the CEO's payout from above target to the maximum level. Further, the company does not provide a compelling rationale for the significant decrease in the proportion of PSUs granted to certain NEOs. In addition, retention and one-time awards appear to be problematic, as certain awards are entirely time-based with a fairly short vesting period. This also includes a sizable lump-sum cash payment to one NEO. Finally, the CEO's employment agreement provides for a cash payment upon any termination of employment, which is considered a problematic pay practice. Although the compensation committee has demonstrated adequate responsiveness, a vote AGAINST this proposal is warranted in light of the above pay-for-performance concerns.	Yes	No	No
e.l.f. Beauty, Inc.	26-Aug-21	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. While the compensation committee demonstrated sufficient responsiveness to prior year's low say-on-pay vote result, changes to the pay program that were implemented in connection with the pandemic raise concerns. Payout opportunities under the annual incentive program were not reduced despite goals being significantly lower than the prior year's actual performance, which ultimately resulted in payouts at maximum level. Further, the measurement period for performance-based equity awards was shortened to	No	No	No
Eagle Materials Inc.	03-Aug-21	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Eagle Pharmaceuticals, Inc.	13-Jul-21	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that the compensation committee demonstrated sufficient responsiveness to last year's low say-on-pay vote. Additionally, although a concern is noted, pay and performance are reasonably aligned at this time.	No	No	No

<div> <div> <div>DIMENSIONAL FUND ADVISORS PROXY VOTES - EXECUTIVE COMPENSATION - JULY THROUGH DECEMBER 2021</div> <div>B.1.b</div> </div> </div>													
Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Ebix, Inc.	14-Oct-21	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The compensation committee demonstrated poor responsiveness to shareholder concerns following last year's low say-on-pay support. In addition, significant pay-for-performance concerns are raised given that the CEO's pay consists solely of time-vesting equity grants, which includes an outsized base salary entirely paid in stock. Further, the company maintains legacy agreements that contain single-trigger and excessive severance multiple provisions, and guaranteed equity awards through shortfall grants. The company also lacks risk mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives.	Yes	No	No
eGain Corporation	08-Dec-21	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Electromed, Inc.	12-Nov-21	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, support FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
EnerSys	05-Aug-21	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Ennis, Inc.	15-Jul-21	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	Votes AGAINST this proposal are warranted. Following the failed say-on-pay vote, the company reached out to its largest shareholders, disclosed investors' feedback, and made changes to the pay program in response to shareholders' concerns. However, the company maintains change-in-control agreements with the CEO that contain modified single trigger and excise tax gross-up provisions.	Yes	Yes	No
Enova International, Inc.	02-Aug-21	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
ePlus inc.	16-Sep-21	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Ethan Allen Interiors Inc.	30-Nov-21	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is identified, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Evolution Petroleum Corporation	09-Dec-21	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Extreme Networks, Inc.	04-Nov-21	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Fabrinet	09-Dec-21	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Farmer Bros. Co.	15-Dec-21	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Performance-based equity awards are based on one-year performance periods with the same metric as annual cash incentives. In addition, there is a problematic severance arrangement with the former chief human resources officer in connection with his voluntary resignation.	Yes	No	No
Flexsteel Industries, Inc.	08-Dec-21	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to the following problematic pay practices:* The lack of risk-mitigating features under the executive pay program;* Single-trigger vesting acceleration of equity awards upon a change-in-control;* Pandemic related changes to LTI awards; and* Predominantly time-based equity awards to the CEO.	Yes	Yes	No
Frequency Electronics, Inc.	06-Oct-21	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Friedman Industries, Incorporated	10-Sep-21	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No

DIMENSIONAL FUND ADVISORS PROXY VOTES - EXECUTIVE COMPENSATION - JULY THROUGH DECEMBER 2021

B.1.b

Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Genesco Inc.	20-Jul-21	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Although the STI program is primarily based on EVA, the target EVA improvement was negative, raising some goal rigor concern, and the payouts are potentially uncapped. Additionally, the equity awards lack performance conditions. While these factors raise some concern, the pay program structure has not resulted in a quantitative pay-for-performance misalignment for the year in review: CEO pay declined significantly year-over-year, and the NEOs did not receive STI payouts due to below threshold performance. Nevertheless, the noted concerns regarding the incentive programs warrant continued close monitoring, particularly if pay and performance should become misaligned going forward.	No	No	No
Genesco Inc.	20-Jul-21	Management	Yes	23	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.	No	No	No
GMS Inc.	21-Oct-21	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Graham Corporation	28-Jul-21	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company's employment agreement with the CEO provides for excessive severance payments following a change in control. Further, the company includes several outsized companies in its peer group for compensation benchmarking which may have a ratcheting effect on executive compensation without strong link to company performance.	Yes	Yes	No
GSI Technology, Inc.	26-Aug-21	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
H&R Block, Inc.	09-Sep-21	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Haemonetics Corporation	06-Aug-21	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Hamilton Lane Incorporated	02-Sep-21	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Hawkins, Inc.	29-Jul-21	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Helen of Troy Limited	25-Aug-21	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Herman Miller, Inc.	11-Oct-21	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
HomeTrust Bancshares, Inc.	15-Nov-21	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Houlihan Lokey, Inc.	21-Sep-21	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	The payment of significant discretionary bonuses is concerning, and adverse recommendations may be issued in the future. However, support FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
iCAD, Inc.	15-Jul-21	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
IDT Corporation	15-Dec-21	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company's change-in-control agreements provide for modified single trigger severance payment and auto-accelerated vesting of equity. Further, there is a lack of risk mitigators, such as a clawback policy, stock ownership guidelines, or stock holding period requirements.	Yes	Yes	No
Inter Parfums, Inc.	05-Oct-21	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Iteris, Inc.	09-Sep-21	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Support for this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
James River Group Holdings, Ltd.	26-Oct-21	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
John B. Sanfilippo & Son, Inc.	27-Oct-21	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No

DIMENSIONAL FUND ADVISORS PROXY VOTES - EXECUTIVE COMPENSATION - JULY THROUGH DECEMBER 2021

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Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
John Wiley & Sons, Inc.	30-Sep-21	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
KalVista Pharmaceuticals, Inc.	30-Sep-21	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Kearny Financial Corp.	28-Oct-21	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, support FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Kennametal, Inc.	26-Oct-21	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Kewaunee Scientific Corporation	25-Aug-21	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Key Tronic Corporation	28-Oct-21	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Kimball Electronics, Inc.	09-Nov-21	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, support FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Kimball International, Inc.	26-Oct-21	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay-for-performance concerns are mitigated at this time. A majority of equity awards are performance based. In addition, no payouts were made under the annual incentive program and the CEO's prior cycle performance equity award was not earned, aligned with company performance.	No	No	No
Kingstone Companies, Inc.	10-Aug-21	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company has legacy arrangements with CEO that contain excessive severance payout basis provision; did not condition vesting of long-term awards on achievement of performance goals for awards granted in the most recent fiscal year; and lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for	Yes	Yes	No
Korn Ferry	29-Sep-21	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although the STI program was entirely based on financial goals, the CEO's maximum payout opportunity more than doubled year-over-year, resulting in a sizeable payout for FY21. Additional concern is raised regarding the one-time decision to grant FY21 equity awards entirely in time-vested restricted stock, which is viewed as a problematic response to COVID-19 related market disruption by many investors. The lack of performance criteria for the FY21 equity awards is further heightened due to the large year-over-year increase in the CEO's equity grant.	Yes	No	No
La-Z-Boy Incorporated	19-Aug-21	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Lancaster Colony Corporation	10-Nov-21	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Landec Corporation	20-Oct-21	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No
Lantronix, Inc.	09-Nov-21	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No
Liberty TripAdvisor Holdings, Inc.	28-Jul-21	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The lack of disclosure regarding the compensation arrangements between the company's executives and its external manager precludes a reasonable assessment of executive pay. Without this information, shareholders cannot make a fully informed decision on this say-on-pay proposal.	Yes	No	No
LifeVantage Corporation	11-Nov-21	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Lions Gate Entertainment Corp.	14-Sep-21	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No
LiveRamp Holdings, Inc.	10-Aug-21	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
LSI Industries Inc.	02-Nov-21	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No

DIMENSIONAL FUND ADVISORS PROXY VOTES - EXECUTIVE COMPENSATION - JULY THROUGH DECEMBER 2021													
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Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Lumentum Holdings Inc.	19-Nov-21	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Malibu Boats, Inc.	03-Nov-21	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Mastercraft Boat Holdings, Inc.	19-Oct-21	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Matrix Service Company	02-Nov-21	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While certain equity awards only require the achievement of target median performance to be deemed earned, the company's pay program includes positive features that mitigate the pay-for-performance misalignment. Short-term incentives are entirely based on objective performance metrics, no bonuses were paid under the financial goals when targets were not met, and negative discretion was applied for the safety goals due to company performance. In addition, equity awards are majority performance-based and no awards were earned for prior awards in line with company performance.	No	No	No
MEI Pharma, Inc.	16-Dec-21	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Mercury Systems, Inc.	27-Oct-21	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No
Mesa Laboratories, Inc.	27-Aug-21	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Methode Electronics, Inc.	15-Sep-21	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. NEOs received large, front-loaded awards in FY21, and while the awards are intended to cover five years of equity grants, the annualized value of the CEO's award is outsized. A significant portion of the front-loaded awards is tied to continued service only, and there is no firm commitment not to grant additional equity awards during the five-year vesting period. In addition, NEOs were granted special cash awards which are earned based on merely "satisfactory job performance". Lastly, although a rationale is provided, annual incentive awards paid out at maximum against a bookings target that was set well below the prior year's performance, with no corresponding reduction to target payout opportunities. These factors heighten pay-for-performance concerns for the year in review.	Yes	No	No
Mimecast Limited	06-Oct-21	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, support FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
MIND Technology, Inc.	15-Jul-21	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the company's executive pay program does not raise significant concerns at this time.	No	No	No
Modine Manufacturing Company	22-Jul-21	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain a modified single trigger change in control provision.	Yes	Yes	No
Monro, Inc.	17-Aug-21	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Motorcar Parts of America, Inc.	13-Sep-21	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The compensation committee responded to the prior year's low say-on-pay vote result by engaging with shareholders, introducing performance-based shares to the FY22 long-term incentive plan, and adding additional shareholder-value financial metrics to the annual incentive plan.	No	No	No
Neogen Corporation	07-Oct-21	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
NetScout Systems, Inc.	09-Sep-21	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains legacy agreements that contain a modified single trigger change in control provision. In addition, the company provided a sizable amount of financial planning perquisite to the CEO and did not disclose the long-term performance metrics used for the RSUs granted to the NEOs.	Yes	Yes	No
New Relic, Inc.	18-Aug-21	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No

DIMENSIONAL FUND ADVISORS PROXY VOTES - EXECUTIVE COMPENSATION - JULY THROUGH DECEMBER 2021

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Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Newmark Group, Inc.	17-Dec-21	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The annual incentive award is outsized and the incentive program incorporates significant committee discretion in determining payouts. The goals considered are only vaguely disclosed and the proxy does not provide specific targets nor disclose achieved results. Further, the program measures only annual performance and the company lacks a long-term incentive plan. Lastly, concerns are raised with respect to the CEO's excessive automobile perquisite, the change-in-control agreements which contain single-trigger cash severance and excise tax gross up provisions, the automatic accelerated vesting of outstanding equity awards upon a change in control event, and the lack of risk-mitigating features in the firm's compensation program.	Yes	No	No
NextGen Healthcare, Inc.	13-Oct-21	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although pay and performance were reasonably aligned in FY21, significant concerns are raised regarding the recent separation arrangement with CEO Frantz, under which he confirmed his resignation from all positions with the company. Per this agreement, he received a cash payment as well as accelerated vesting of certain equity awards. The payment of severance and acceleration of equity awards upon a resignation are considered a problematic pay practice.	Yes	No	No
NextGen Healthcare, Inc.	13-Oct-21	Management	Yes	42	Advisory Vote to Ratify Named Executive Officers' Compensation	None	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.	No	No	No
Nicholas Financial, Inc.	02-Sep-21	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Northeast Bank	22-Nov-21	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
NVE Corporation	05-Aug-21	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
OptimizeRx Corporation	19-Aug-21	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because:* The company maintains change-in-control agreements that contain single-trigger and excise tax gross-up provisions;* Equity award arrangements provide for automatic accelerated vesting upon a change-in-control; and* The company did not condition vesting of long-term awards on achievement of performance goals for awards granted in the most recent fiscal year.	Yes	Yes	No
Organovo Holdings, Inc.	05-Oct-21	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that the company demonstrated poor responsiveness following significant shareholder opposition to last year's say-on-pay proposal.	Yes	No	No
Orion Energy Systems, Inc.	05-Aug-21	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given the company's poor responsiveness to shareholder concerns following the low support for last year's say-on-pay proposal. The company only disclosed some shareholder engagement efforts and feedback that is not compensation-related. In addition, no positive changes were made to the executive pay program. Concerns also persist as the company maintains agreements that contain a single-trigger change-in-control provision.	Yes	No	No
OSI Systems, Inc.	09-Dec-21	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Park Aerospace Corp.	20-Jul-21	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Patterson Companies, Inc.	13-Sep-21	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No
People's United Financial, Inc.	16-Dec-21	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Although concerns are noted regarding discretionary changes to the STI award, pay and performance remain reasonably aligned at this time.	No	No	No
Performance Food Group Company	18-Nov-21	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No

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Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
PFSweb, Inc.	27-Jul-21	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	While equity awards are primarily performance conditioned, and the significant increase in CEO pay for FY20 was mainly due to the absence of equity grants in the prior year, there are significant concerns surrounding the pay program and an NEO's amended employment agreement. Specifically, the proxy lacks disclosure of the long-term performance metrics, and no threshold, target or maximum goals are disclosed. Similarly, no performance goals are provided with respect to an executive's annual incentive award. The absence of disclosed performance metrics and goals prevents an assessment of pay and performance linkage. In addition, the company recently added an excise tax gross-up provision to an executive's amended employment agreement, which is considered to be a problematic pay practice. In light of these concerns, a vote AGAINST this proposal is warranted.	Yes	No	No
PlayAGS, Inc.	01-Jul-21	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to a problematic pay practice. Annual incentives were based on a pre-set objective measure and were not earned when the performance metric was not met. Moreover, half of the CEO's equity awards were performance-conditioned. However, concerns are raised given that the performance target for a prior year award was significantly reduced. Adjustments to in-progress long-term incentive awards are generally not viewed by shareholders as appropriate reactions to COVID-related market disruption.	Yes	No	No
Premier, Inc.	03-Dec-21	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Annual incentives and a majority of long-term equity awards are based on objective performance conditions. However, the majority of annual incentive targets were set below the actual results of the previous year and no performance target or hurdles are disclosed for long-term performance awards. Moreover, the compensation committee applied discretion to exclude the impact of the COVID-19 pandemic on 2021 performance, among other results, from the 2019-2021 performance shares. As a result, executives received above-target payouts for these awards when payouts otherwise would not have been earned.	Yes	No	No
Prestige Consumer Healthcare Inc.	03-Aug-21	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant issues were identified at this time.	No	No	No
Pro-Dex, Inc.	18-Nov-21	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Pay-for-performance concerns are mitigated at this time as the significant stock option grants, which are the main driver of the elevated CEO pay, are entirely performance-conditioned.	No	No	No
Provident Financial Holdings, Inc.	30-Nov-21	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the company demonstrated poor responsiveness to shareholder concerns following last year's low say-on-pay support.	Yes	No	No
QuinStreet, Inc.	25-Oct-21	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Radiant Logistics, Inc.	17-Nov-21	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain excise tax gross-up	Yes	Yes	No
RBC Bearings Incorporated	08-Sep-21	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The compensation committee has not demonstrated sufficient responsiveness to last year's failed say-on-pay vote. In addition, there is an unmitigated pay-for-performance misalignment for the year in review. Although the CEO's STI and LTI are entirely based on pre-set objective metrics, significant concerns are raised. Specifically, the CEO's entire STI and majority of LTI is determined based on annual EBITDA performance, the remaining LTI determination is also based on only one-year performance, and performance targets in incentive programs were set below the prior year's targets and actual results without a decline in pay opportunities. Further, the magnitude of the CEO's granted equity was outsized, even in consideration of recent strong share price performance.	Yes	No	No
RCI Hospitality Holdings, Inc.	14-Sep-21	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
RCM Technologies, Inc.	16-Dec-21	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to the following:* The company maintains a modified single trigger change in control provision in its severance agreement with an executive.* The company does not disclose any pre-set metrics and goals for CEO awards.	Yes	Yes	No
RealNetworks, Inc.	30-Nov-21	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No

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Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Regis Corporation	26-Oct-21	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Concerns regarding the sizeable time-based equity grants and the short vesting period of the RSUs received by the newly appointed CEO are mitigated as these are one-time awards made in connection with his appointment and are not expected to be recurring. In addition, the annual incentive program is based on pre-set objective measures.	No	No	No
Resources Connection, Inc.	21-Oct-21	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Richardson Electronics, Ltd.	05-Oct-21	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain a modified single trigger change in control provision. In addition, equity awards to the CEO in the most recent fiscal year lack performance-vesting conditions.	Yes	Yes	No
Riverview Bancorp, Inc.	25-Aug-21	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
SelectQuote, Inc.	27-Oct-21	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Sharps Compliance Corp.	18-Nov-21	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, support FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Sio Gene Therapies Inc.	23-Sep-21	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Skyline Champion Corporation	03-Aug-21	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Smith & Wesson Brands, Inc.	27-Sep-21	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Southern Missouri Bancorp, Inc.	25-Oct-21	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The company entered into a new severance agreement with an NEO within the past fiscal year that provides for excessive severance payout	Yes	No	No
Spectrum Brands Holdings, Inc.	03-Aug-21	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While some concern is raised regarding the STI and LTI plans' reliance on the same metrics for FY20, the addition of new incentive metrics somewhat addresses the concerns. Moreover, incentive programs are primarily linked to pre-set financial goals.	No	No	No
Spok Holdings, Inc.	20-Jul-21	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Standex International Corporation	26-Oct-21	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While concerns are raised by the undisclosed forward-looking performance goals and the setting of performance targets below prior year's actual performance, such pay-for-performance concerns are mitigated at this time. The short- and long-term incentive programs are primarily based on objective performance metrics and prior cycle PSUs were earned below target.	No	No	No
Steel Connect, Inc.	26-Jul-21	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Steelcase Inc.	14-Jul-21	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain excise tax gross-up	Yes	Yes	No
STRATTEC SECURITY CORPORATION	05-Oct-21	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because:" The company maintains agreements that contain a modified single trigger change in control provision;" The company does not disclose a compensation clawback policy, stock ownership guidelines, or holding period requirements for executives;" Equity award arrangements provide for automatic accelerated vesting upon a CIC; and" The company does not condition vesting of long-term awards on achievement of performance goals.	Yes	Yes	No
Stride, Inc.	10-Dec-21	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The compensation committee has demonstrated sufficient responsiveness to shareholder concerns contributing to the failed vote for the 2020 say-on-pay proposal and implemented positive changes to the pay program to address their feedback. In addition, pay and performance are reasonably aligned at this time.	No	No	No
Synaptics Incorporated	26-Oct-21	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No

<div> <div>DIMENSIONAL FUND ADVISORS PROXY VOTES - EXECUTIVE COMPENSATION - JULY THROUGH DECEMBER 2021</div> <div>B.1.b</div> </div>													
Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
TESSCO Technologies Incorporated	28-Jul-21	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	Votes AGAINST this item are warranted considering the combination of single-trigger accelerated equity vesting, and a lack of performance goals and risk mitigators in the compensation plan.	Yes	Yes	No
The Aaron's Co., Inc.	25-Aug-21	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
The Container Store Group, Inc.	01-Sep-21	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted because:* There is a problematic severance arrangement with the former CEO in connection with her voluntary retirement.* There is a lack of full disclosure of STI and LTI metrics and goals.* CEO Equity pay mix lacks performance-based awards.* The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives.	Yes	No	No
The Hain Celestial Group, Inc.	28-Oct-21	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No
Thermon Group Holdings, Inc.	02-Aug-21	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Thor Industries, Inc.	17-Dec-21	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Transcat, Inc.	08-Sep-21	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, support for this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Twin Disc, Incorporated	28-Oct-21	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Unifi, Inc.	27-Oct-21	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Universal Corporation	03-Aug-21	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Uranium Energy Corp.	30-Jul-21	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
ViaSat, Inc.	02-Sep-21	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Viavi Solutions Inc.	10-Nov-21	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While CEO pay increased significantly due to the company granting one-time retention awards, half of these awards are performance-conditioned. Additionally, half of the company's annual equity awards are conditioned on clearly disclosed and rigorous relative TSR performance targets measured over a multi-year period. Further, the company's annual incentive awards are based primarily on objective financial performance metrics and were earned at levels that are in-line with company performance.	No	No	No
Vista Outdoor Inc.	27-Jul-21	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
W. R. Grace & Co.	07-Jul-21	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Wave Life Sciences Ltd.	10-Aug-21	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Total CEO pay declined significantly, and annual incentive awards are tied to pre-set performance goals which are reasonably well disclosed. However, some concerns are noted in the STI program, as there is limited disclosure around relative weights for the performance goals and how the goals relate to potential payouts. Furthermore, equity awards were entirely time-based for the year in review, and while an additional milestone was introduced to the 2019 PSUs, the modification of a previously granted equity award is nonetheless concerning, and diminishes the at-risk nature of the PSUs.	No	No	No
WD-40 Company	14-Dec-21	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Winnebago Industries, Inc.	14-Dec-21	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No

DIMENSIONAL FUND ADVISORS PROXY VOTES - EXECUTIVE COMPENSATION - JULY THROUGH DECEMBER 2021													
Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
World Acceptance Corporation	04-Aug-21	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Worthington Industries, Inc.	29-Sep-21	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No

B.1.b

Board Statistics Report

B.1.b



Parameters Used:
 Location(s): All locations
 Account Group(s): All account groups
 Institution Account(s): State Street Global Advisors
 Custodian Account(s): All custodian accounts
 Reporting Period: 7/1/21 to 12/31/21

Meeting Overview

Category	Number	Percentage
Number of votable meetings	76	
Number of meetings voted	76	100.00%
Number of meetings with at least 1 vote Against, Withhold or Abstain	26	34.21%

Ballot Overview

Category	Number	Percentage
Number of votable ballots	76	
Number of ballots voted	76	100.00%

Proposal Overview

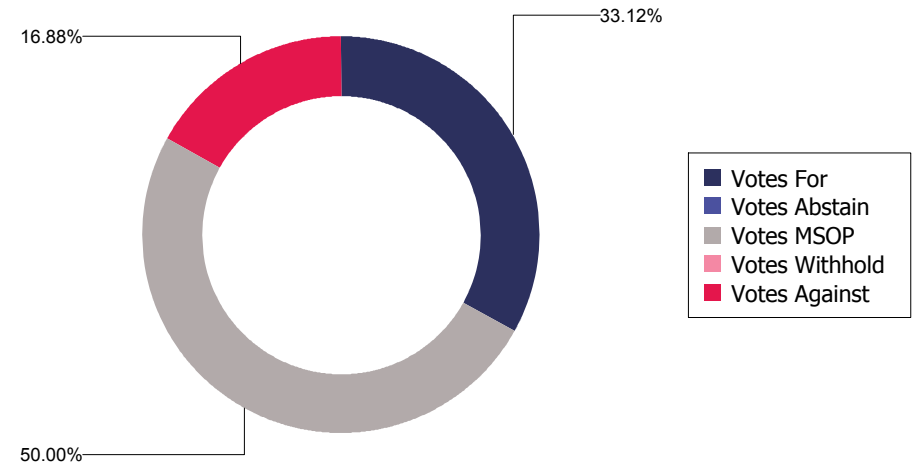
Category	Number	Percentage
Number of votable items	77	
Number of items voted	77	100.00%
Number of votes FOR	51	66.23%
Number of votes AGAINST	26	33.77%
Number of votes ABSTAIN	0	0.00%
Number of votes WITHHOLD	0	0.00%
Number of votes on MSOP	77	100.00%
Number of votes One Year	0	0.00%
Number of votes Two Years	0	0.00%
Number of votes Three Years	0	0.00%
Number of votes With Policy	77	100.00%
Number of votes Against Policy	0	0.00%
Number of votes With Mgmt	51	66.23%
Number of votes Against Mgmt	26	33.77%
Number of votes on Shareholder Proposals	0	0.00%

Note: Instructions of Do Not Vote are not considered voted, and in cases of different votes submitted across ballots for a given meeting, votes cast are distinctly counted by type per proposal where total votes submitted by type may be higher than unique proposals voted.

Voting Statistics

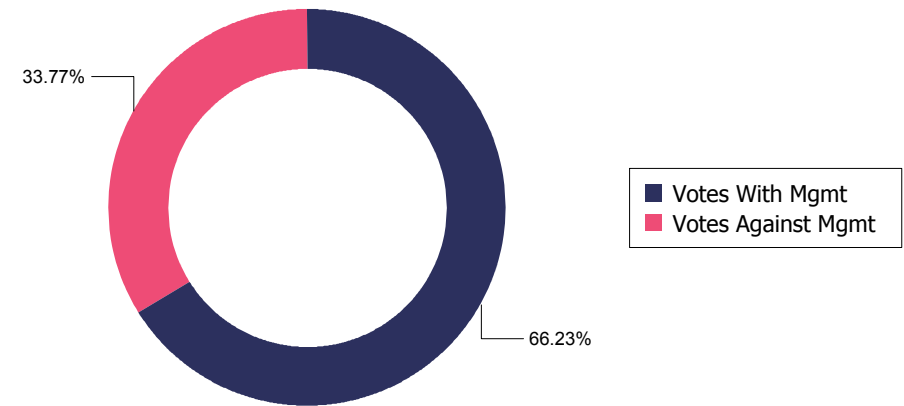


Vote Cast Statistics

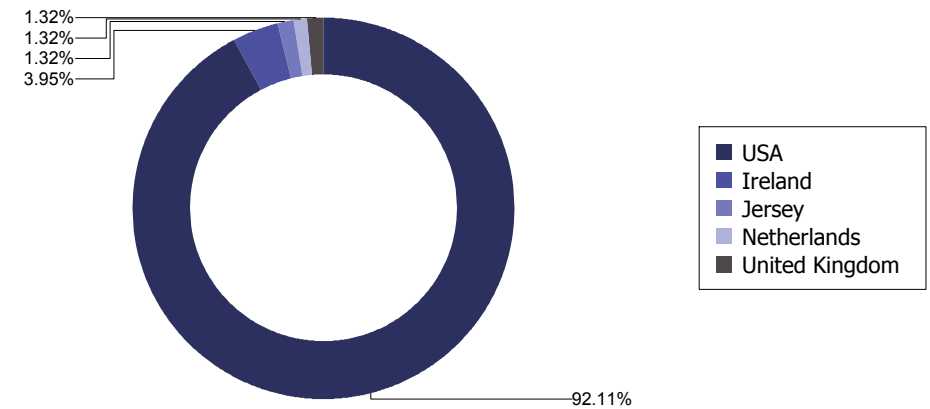


Vote Alignment with Policy

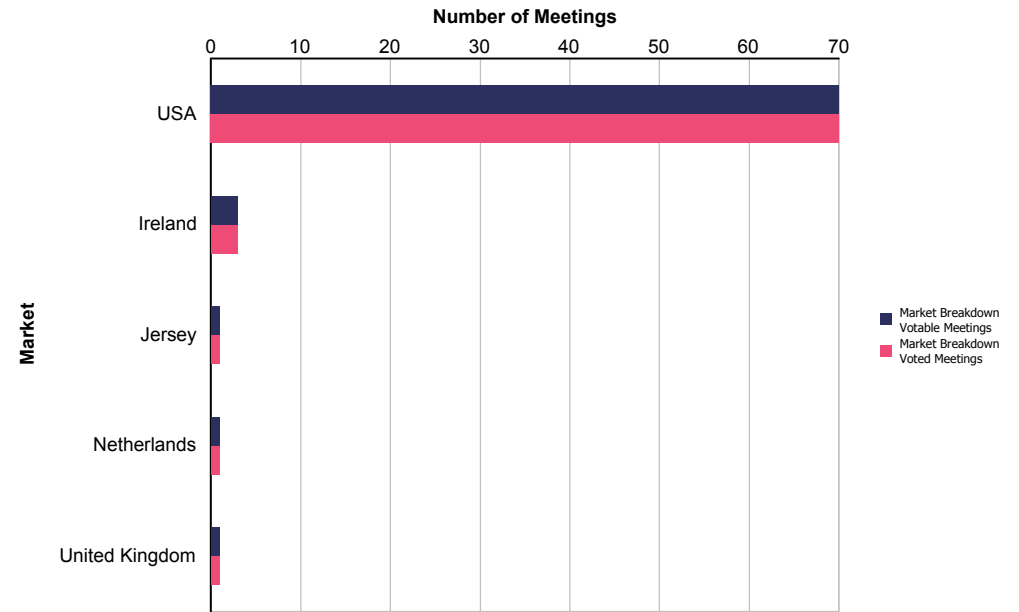
No graphical representation provided.

Vote Alignment with Management**Market Breakdown**

Market	Votable Meetings	Voted Meetings	Percentage
USA	70	70	100.00%
Ireland	3	3	100.00%
Jersey	1	1	100.00%
Netherlands	1	1	100.00%
United Kingdom	1	1	100.00%

Meetings Voted by Market

Market Voting Statistics



Analysis of Votes: AGAINST/ABSTAIN/WITHHOLD

Company Name	Meeting Date	Market	Proposal Code Description	Proposal Type Category	Proposal Text	# of Items Voted AGST/ABST/WITHH
FedEx Corporation	27-Sep-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Electronic Arts Inc.	12-Aug-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Bio-Techne Corporation	28-Oct-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Copart, Inc.	03-Dec-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Microchip Technology Incorporated	24-Aug-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Tapestry, Inc.	03-Nov-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
NIKE, Inc.	06-Oct-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
ABIOMED, Inc.	11-Aug-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Oracle Corporation	10-Nov-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
The Estee Lauder Companies Inc.	12-Nov-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Atlassian Corporation Plc	02-Dec-21	United Kingdom	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Approve Remuneration Report	1
Peloton Interactive, Inc.	07-Dec-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Amcor Plc	10-Nov-21	Jersey	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
RPM International Inc.	07-Oct-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
News Corporation	17-Nov-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Viatis Inc.	10-Dec-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Coty Inc.	04-Nov-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Campbell Soup Company	01-Dec-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Sysco Corporation	19-Nov-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
McKesson Corporation	23-Jul-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1

Analysis of Votes: AGAINST/ABSTAIN/WITHHOLD (Continued)

Company Name	Meeting Date	Market	Proposal Code Description	Proposal Type Category	Proposal Text	# of Items Voted AGST/ABST/WITHH
AutoZone, Inc.	15-Dec-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Paychex, Inc.	14-Oct-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Parker-Hannifin Corporation	27-Oct-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Fox Corporation	10-Nov-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Premier, Inc.	03-Dec-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
DXC Technology Company	17-Aug-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1

Analysis of Votes Against Policy

There are no votes against policy.

Analysis of Votes Against Management

Company Name	Meeting Date	Market	Proposal Code Description	Proposal Type Category	Proposal Text	# of items voted AGST Mgmt
FedEx Corporation	27-Sep-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Electronic Arts Inc.	12-Aug-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Bio-Techne Corporation	28-Oct-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Copart, Inc.	03-Dec-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Microchip Technology Incorporated	24-Aug-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Tapestry, Inc.	03-Nov-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
NIKE, Inc.	06-Oct-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1

Analysis of Votes Against Management (Continued)

Company Name	Meeting Date	Market	Proposal Code Description	Proposal Type Category	Proposal Text	# of items voted AGST Mgmt
ABIOMED, Inc.	11-Aug-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Oracle Corporation	10-Nov-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
The Estee Lauder Companies Inc.	12-Nov-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Atlassian Corporation Plc	02-Dec-21	United Kingdom	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Approve Remuneration Report	1
Peloton Interactive, Inc.	07-Dec-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Amcor Plc	10-Nov-21	Jersey	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
RPM International Inc.	07-Oct-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
News Corporation	17-Nov-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Viatris Inc.	10-Dec-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Coty Inc.	04-Nov-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Campbell Soup Company	01-Dec-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Sysco Corporation	19-Nov-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
McKesson Corporation	23-Jul-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
AutoZone, Inc.	15-Dec-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Paychex, Inc.	14-Oct-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1

Analysis of Votes Against Management (Continued)

Company Name	Meeting Date	Market	Proposal Code Description	Proposal Type Category	Proposal Text	# of items voted AGST Mgmt
Parker-Hannifin Corporation	27-Oct-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Fox Corporation	10-Nov-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
Premier, Inc.	03-Dec-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1
DXC Technology Company	17-Aug-21	USA	Advisory Vote to Ratify Named Executive Officers' Compensation	Non-Salary Comp.	Advisory Vote to Ratify Named Executive Officers' Compensation	1

Unvoted Meetings

There are no unvoted meetings.

STATE STREET PROXY VOTES - EXECUTIVE COMPENSATION - JULY THROUGH DECEMBER 2021												
B.1.b												
Company Name	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
ABIOMED, Inc.	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The STI and LTI programs no longer utilize a duplicated metric, and the LTI performance period was extended to multiple years. In addition, the incentive programs are primarily based on objective performance. However, no quantified goals are provided for several performance metrics, which precludes an assessment of goal rigor and pay and performance linkage, and the CEO's target STI opportunity is sizable. Although annual PSU awards are capped at target if TSR is negative, the target of median performance may not be viewed as particularly rigorous, a portion can be earned based on a secondary peer group, and certain forward-looking goals were not disclosed. Further, NEOs received special COVID-related PSU grants which are based on a one-year performance period and lack disclosure of specific target	Yes	No	No
Amcor Plc	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the aggregate perquisites provided to the CEO during the previous fiscal year are excessive. Furthermore, concerns remain regarding the lack of disclosure of performance goals under the short-term incentive program.	Yes	Yes	No
Apartment Income REIT Corp.	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No
Aspen Technology, Inc.	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Atlassian Corporation Plc	Management	Yes	2	Approve Remuneration Report	For	Against	Against	Against	A vote AGAINST this resolution is warranted because: * A transaction-related bonus was paid to an Executive Director during the year under review.	Yes	No	No
Automatic Data Processing, Inc.	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Concerns are raised by the company's significant reduction in incentive target goals, as a majority of these targets were set well below the prior year's achievements, in some cases to negative levels. Although above-target incentive payouts have not resulted in a misalignment between pay and performance, the structure of the annual incentive programs also raises concerns, as strategic goals comprise a significant portion of the award and specific strategic targets and achievements remain undisclosed. Continued monitoring of goal rigor and disclosures is warranted.	No	No	No
AutoZone, Inc.	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company paid significant tax gross-up related to the CEO's life insurance perquisite. Further, equity awards are subject only to time-based vesting, and no portion of long-term incentives is conditioned on the achievement of pre-set performance goals.	Yes	Yes	No
Avnet, Inc.	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Bill.com Holdings, Inc.	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Bio-Techne Corporation	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. The CEO's base salary and target bonus opportunity are both somewhat high relative to peers. The CEO's target annual equity grant was also excessive, valued higher than the median total pay for the company's peer group CEOs. Furthermore, the LTI program utilizes the same performance metrics as the annual bonus, measured over a one-year period. Finally, the company granted a supplemental equity award to executives in light of pandemic-related factors. This comes only one year after the company adjusted the annual bonus to provide for above-target payouts when the FY20 annual bonus would otherwise be unearned. The consecutive years of compensation committee intervention in the regular pay program are concerning.	Yes	No	No
Broadridge Financial Solutions, Inc.	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned at this time.	No	No	No
CACI International Inc	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Campbell Soup Company	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided a significant gross-ups related to relocation benefits of an executive.	Yes	Yes	No
Cardinal Health, Inc.	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted, with caution. After receiving relatively low support for last year's proposal, the company engaged with investors to understand their concerns and made meaningful changes to compensation practices and related disclosures. After receiving feedback that investors sought more disclosure and transparency related to the committee's consideration of opioid litigation accruals in 2020 compensation determinations, the company provided greater disclosure this year regarding 2021 pay decisions. In addition, among other actions, the committee applied negative discretion to significantly reduce annual incentive payouts in recognition of the impact of the opioid litigation on the company and shareholders. Continued monitoring is warranted, however, as it is unclear how the company may respond to any additional opioid settlement charges going forward.	No	No	No
Catalent, Inc.	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual incentives are primarily performance-based, and long-term equity awards are targeted to be half performance-based and rely on multi-year performance periods.	No	No	No
CDK Global, Inc.	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Cintas Corporation	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Although long-term incentives utilize the same metric goals as the short-term incentive plan, long-term equity awards were entirely performance-based for the CEO. In addition, the metrics used were financial metrics tied to company performance.	No	No	No
Cisco Systems, Inc.	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are relatively aligned for the year in review. The majority of the long-term incentive program remains performance-based and the majority of annual incentives for the year in review were based on financial goals, indicating an alignment between CEO pay and company performance. Moreover, performance equity utilizes a multi-year measurement period.	No	No	No

STATE STREET PROXY VOTES - EXECUTIVE COMPENSATION - JULY THROUGH DECEMBER 2021												
B.1.b												
Company Name	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Conagra Brands, Inc.	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted. The majority of NEOs' compensation is linked to objective financial performance metrics, and CEO pay and company performance are sufficiently aligned.	No	No	No
Constellation Brands, Inc.	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay-and-performance are reasonably aligned for the year in review. Annual incentives were determined by pre-set financial metrics and long-term incentives included performance-based equity measured over a multi-year period. However, performance equity targets median performance and the long-term equity awards remain mostly time-based.	No	No	No
Copart, Inc.	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST the proposal is warranted due to the inordinate amount of personal use of corporate aircraft and automobile-related perquisites to the CEO.	Yes	Yes	No
Coty Inc.	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although CEO Nabi is not eligible for additional equity awards and the annual bonus plan during her employment term, her sign-on RSUs of \$280 million represent an extraordinary magnitude. Further concerning is that the awards are designed to fully vest in less than three years following the grant. Additionally, Nabi is entitled to an outsized base salary valued at approximately \$3.5 million for 2021. Overall, FY21 pay lacks pre-set performance criteria, as other NEOs' equity awards are also entirely time-based, and the FY21 bonus program was suspended due to the pandemic. Further, another NEO also received a relatively large base salary. Notably, these significant concerns for the year in review follow a multiple years of problematic pay decisions at the company.	Yes	No	No
Darden Restaurants, Inc.	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Both annual and long-term incentives utilize financial performance metrics and half of the long-term equity awards were performance-based. Moreover, performance equity is measured over a multi-year period.	No	No	No
Donaldson Company, Inc.	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
DXC Technology Company	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	Following the low support for say-on-pay in 2020, the company engaged with a significant portion of its shareholder base and made changes and commitments to address certain concerns related to the executive compensation program. These included the company making a commitment to only pay for actual performance and not waive performance conditions on incentive awards going forward. In addition, the company improved its disclosure regarding the rationale for using certain performance metrics. However, there is an unmitigated pay-for-performance misalignment for the year in review. Specifically, the annual incentive pool was funded above target based on financial goals that were set significantly lower than the prior year, while executives' payout opportunities remained unchanged. The application of a subjective strategic modifier then increased the CEO's payout from above target to the maximum level. Further, the company does not provide a compelling rationale for the significant decrease in the proportion of PSUs granted to certain NEOs. In addition, retention and one-time awards appear to be problematic, as certain awards are entirely time-based with a fairly short vesting period. This also includes a sizable lump-sum cash payment to one NEO. Finally, the CEO's employment agreement provides for a cash payment upon any termination of employment, which is considered a problematic pay practice. Although the compensation committee has demonstrated adequate responsiveness, a vote AGAINST this proposal is warranted in light of the above pay-for-performance concerns.	Yes	No	No
Elastic N.V.	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Electronic Arts Inc.	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	Following last year's failed say-on-pay vote, the compensation committee demonstrated adequate responsiveness by disclosing shareholder engagement and feedback as well as certain improvements to the pay program. Most notably, in a supplemental filing, the committee made a commitment to not grant special equity awards to the NEOs at least through the end of FY26. However, there are unmitigated pay-for-performance concerns for the year in review. Specifically, the CEO's "enhanced" equity awards granted in FY21 on a one-time basis are outsized at \$30 million, which alone exceeded the median total pay for CEOs in the company-defined peer group. Further, a significant portion of the annual incentive program was based on qualitatively-disclosed strategic objectives, which makes it difficult for shareholders to assess the pay for performance linkage. In addition, concerns are heightened given that the CEO received a maximum annual incentive payout of \$5 million. Lastly, a portion of the PSUs continue to utilize relatively short performance periods with additional vesting opportunities, which reduce the long-term nature of the program. In light of these concerns, a vote AGAINST this proposal is warranted.	Yes	No	No
FactSet Research Systems Inc.	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
FedEx Corporation	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted. CEO total pay increased considerably year-over-year due primarily to sizeable one-time equity awards. This is particularly concerning for many investors given the Compensation Committee's decision to reinstate the STI program mid-year after granting one-time equity awards to the CEO and other named executives in lieu of the STI. Moreover, there are ongoing concerns regarding the majority time-based LTI awards, the use of tax reimbursement for restricted stock awards, single-trigger vesting of equity upon a change in control, and the inordinate amount of perquisite compensation for the CEO.	Yes	Yes	No
Fox Corporation	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the total amount of perquisite compensation reported for the CEO is excessive. Additionally, concerns remain regarding high base salaries for certain NEOs, high total pay for the board chair, and undisclosed PSU goals.	Yes	Yes	No

STATE STREET PROXY VOTES - EXECUTIVE COMPENSATION - JULY THROUGH DECEMBER 2021												
B.1.b												
Company Name	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
General Mills, Inc.	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned for the year in review. Performance equity accounts for half of the total long-term incentive award mix and utilizes multi-year performance measurement periods. In addition, the annual incentive is predominantly based on pre-set financial goals.	No	No	No
Guidewire Software, Inc.	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Following the low say-on-pay vote result, the company reached out to its largest shareholders, disclosed investors' feedback, and made changes to the pay program in response to shareholders' concerns. Given the disclosure of outreach and feedback along with positive changes, the committee has demonstrated sufficient responsiveness. Moreover, pay is reasonably aligned with performance for the year under review.	No	No	No
Jack Henry & Associates, Inc.	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as company performance appears to be adequately reflected in CEO pay. Annual and long-term incentives are primarily performance-based, highlighted by the forfeiture of previously-awarded performance shares due to underperformance.	No	No	No
KLAC Corporation	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Support FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives were primarily determined by pre-set financial metrics and a majority of equity awards consisted of performance-conditioned shares. Moreover, these performance shares continue to target above-median performance and are measured over a multi-year performance period.	No	No	No
Lam Research Corporation	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. While concern remains about the relatively vague disclosure with regards to the half of the annual incentives that is based on individual performance, the other half of the annual incentive payouts were contingent on a pre-set financial goal, and half of the long-term incentives are performance based.	No	No	No
Lamb Weston Holdings, Inc.	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay-and-performance are reasonably aligned for the year in review. Performance equity awards were based on the same metrics as the annual incentive plan, measured annually, due to pandemic uncertainty. Annual incentives were based on pre-set financial goals and negative discretion was applied to lower payouts to the target level.	No	No	No
Linde Plc	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual cash incentives were sufficiently performance-based, and half of long-term equity awards are based on performance metrics. In addition, long-term performance equity is measured over a multi-year period.	No	No	No
Linde Plc	Management	Yes	17	Approve Remuneration Report	For	For	For	For	As the company is reporting as a U.S. domestic issuer and given that the focus of this proposal is on top executive pay, the recommendation for this proposal is aligned with the U.S. say-on-pay analysis. Accordingly, a vote FOR is warranted.	No	No	No
Lumentum Holdings Inc.	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
McKesson Corporation	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as several executives received significant amount of financial counseling services and relocation expense perquisites. Moreover, the company provided related tax reimbursement to several executives' relocation expense perquisites.	Yes	Yes	No
Medtronic plc	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Performance shares utilize a multi-year period and annual incentives are based entirely on pre-set financial goals.	No	No	No
Mercury Systems, Inc.	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No
Microchip Technology Incorporated	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain excise tax gross-up provisions.	Yes	Yes	No
Microsoft Corporation	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. In FY21, CEO Nadella's base salary remained well above the median reported base salary for the Public Fund Advisory Services-selected peer group, as well as for the company's peer group. Further, concerns are raised surrounding the magnitude and design of a new hire grant, which was not performance conditioned. While there are some concerns regarding the company's one-time move to semi-annual performance goals in the FY21 incentive program, LTI changes are reasonable and do not appear to have drastically altered payouts for the most recently completed performance cycle. The company did make several improvements to the pay program in FY21. Performance equity now constitutes 70 percent of the CEO's LTI pay mix, and his STI is predominantly based on pre-set financial metrics. Further, the company's financial performance has been very strong, and the quantitative incentive goals appear rigorous. Nevertheless, shareholders are advised to continue to closely monitor pay program decisions going forward.	No	No	No
NetApp, Inc.	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives were based on pre-set financial metrics and a majority of long-term incentives consisted of performance-conditioned equity awards. In addition, long-term performance equity utilizes a multi-year measurement period.	No	No	No
News Corporation	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to the provision of excessive life insurance perquisite to the CEO. Furthermore, concerns continue to be raised regarding the rigor of the annual incentive program, with objectives set below the prior year's results for the second year in a row and a large subjective component, as well as incomplete disclosure surrounding performance share objectives.	Yes	Yes	No

STATE STREET PROXY VOTES - EXECUTIVE COMPENSATION - JULY THROUGH DECEMBER 2021												
B.1.b												
Company Name	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
NIKE, Inc.	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. Although the compensation committee was adequately responsive to shareholder concerns following last year's low say-on-pay vote result, pay-for-performance concerns were unmitigated for the year in review. The annual bonus was based on pre-set objective metrics, and the adjustments the company made due to the effects of the pandemic were reasonable and well-disclosed. However, the structure of the long-term program is concerning. The performance-vesting portion of the LTI program makes up approximately only one-third of the total LTI by value, resulting in an overemphasis of time-vesting awards. The proxy also does not indicate that the proportion of time-vested to performance-conditioned awards will change in FY22. The company also provided insufficient disclosure regarding the large matching charitable contributions. There are also concerns regarding the pay levels of the Executive Chairman, which exceeded the total median CEO pay in the company's peer group, without compelling rationale.	Yes	No	No
NortonLifeLock Inc.	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While disclosure of certain goals in the annual incentive program is limited, the company continues to base the majority of its pay on financial performance metrics and utilizes a multi-year performance period for the majority of its equity grants, resulting in an alignment between CEO pay and company performance for the year in review.	No	No	No
Nutanix, Inc.	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A pay-for-performance misalignment exists for the year in review; however, mitigating factors have been identified. Elevated pay levels for the CEO are largely driven by make-whole awards based on forfeited equity from a previous employer. A majority of the make-whole awards utilized performance conditions with rigorous targets. Furthermore, the annual LTI program in FY22 will be half in performance-conditioned equity with a multi-year performance period. Meanwhile, the annual bonus was based on pre-set objective metrics, though a concern is noted regarding the lack of disclosure of performance targets for two of the metrics. Therefore, on balance, support FOR the proposal is warranted.	No	No	No
Oracle Corporation	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The compensation committee demonstrated poor responsiveness to last year's low say-on-pay vote, which has received low support for several years. While the company has provided disclosure surrounding shareholders' concerns and the board's contemplation of such concerns, the company extended the performance period of large outstanding front-loaded awards. This is especially concerning as the board previously made a commitment to maintain the existing terms of the outstanding awards, as disclosed in the prior year's proxy. In addition to contradicting a prior commitment, the act of modifying previously granted awards is generally considered problematic by many investors, and such concerns are exacerbated given the magnitude of these front-loaded awards. Further, there are ongoing concerns with the use of a discretionary bonus structure for one NEO and entirely time-vesting equity awards for certain NEOs. Moreover, the company continues to provide excessive security perquisite to Chair Ellison.	Yes	No	No
Palo Alto Networks, Inc.	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted, with caution. Following last year's failed say-on-pay vote result, the compensation committee engaged with shareholders and made several improvements in response to shareholders' concerns. Notably, FY21 and FY22 equity awards are 100 percent performance based, disclosure of target goals improved, and the committee intends for future annual LTI awards to be at least 75 percent performance based. In addition, for FY22, the company eliminated duplicate performance metrics in the STI and LTI programs, and equity awards will utilize a multi-year performance period.For the year in review, some concerns are raised surrounding duplicate metrics in the FY21 STI and LTI program, in addition to the magnitude of the CEO's equity awards, though the committee addressed certain of these concerns going forward. Specifically, the company discloses that grant values have decreased, and will continue to significantly in FY22, in light of investor feedback in recent years. There is also some concern raised regarding the CEO's relatively high security costs. Shareholders are advised to continue to closely monitor pay program decisions going forward.	No	No	No
Parker-Hannifin Corporation	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because:" The company maintains change-in-control agreements with executives that contain a modified single-trigger provision;" Equity award arrangements provide for automatic accelerated vesting upon a change-in-control; and" The company provided a large life insurance perquisite to certain executives.	Yes	Yes	No
Paychex, Inc.	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Annual incentives were linked primarily to financial goals, however, there are concerns regarding significant COVID-19 related modifications to incentive awards. The modifications to closing-cycle LTI awards increased the payouts significantly, and the compensation committee also chose to award only time-based equity for FY21 due to the committee's difficulty in setting performance goals as a result of the pandemic. A shift from performance-based to entirely time-based equity awards and changes to closing-cycle awards are viewed as a problematic response to COVID-19 related market disruption by many investors.	Yes	No	No
Paylocity Holding Corporation	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No

STATE STREET PROXY VOTES - EXECUTIVE COMPENSATION - JULY THROUGH DECEMBER 2021												
B.1.b												
Company Name	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Peloton Interactive, Inc.	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. Although TSR performance was strong, CEO pay increased substantially and there are concerns regarding the structure of equity incentives. Equity grants to executives are made entirely in stock options or RSUs, based on executive selection. This structure lacks strong performance conditions, and the proxy did not indicate that the company expects to incorporate performance-conditioned equity in the near future. While stock options only deliver value if the stock price increases, shareholder generally prefer for at least a portion of executive equity awards to require the achievement of pre-set performance goals in order to vest. Finally, the company does not disclose a sufficient compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for executives.	Yes	No	No
People's United Financial, Inc.	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Although concerns are noted regarding discretionary changes to the STI award, pay and performance remain reasonably aligned at this time.	No	No	No
Premier, Inc.	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Annual incentives and a majority of long-term equity awards are based on objective performance conditions. However, the majority of annual incentive targets were set below the actual results of the previous year and no performance target or hurdles are disclosed for long-term performance awards. Moreover, the compensation committee applied discretion to exclude the impact of the COVID-19 pandemic on 2021 performance, among other results, from the 2019-2021 performance shares. As a result, executives received above-target payouts for these awards when payouts otherwise would not have been earned.	Yes	No	No
Qorvo, Inc.	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	The annual incentive plan was based on pre-set financial goals, determined semi-annually and long-term incentives consisted of a majority performance-conditioned equity. However, the performance objectives for long-term equity incentives are determined annually, followed by two additional years of vesting, with half of the award based on achievement of the objectives. This may potentially over-emphasize short-term results. Nevertheless, a vote FOR this proposal is warranted as pay and performance are reasonably aligned for the	No	No	No
Ralph Lauren Corporation	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. While CEO Louvet's pay remained stable and pay and company performance are sufficiently aligned for the period under review, NEO R. Lauren's high executive pay remains a concern. Although the short-term incentives were based on the committee's subjective assessment, the incentives will be based on pre-set financial metric next fiscal year. While the FY21 long-term incentives were entirely time-based, the rationale for the committee's decision appears reasonable. The adjustments made to in-flight and closing award cycles remained performance contingent and payout were capped at target level.	No	No	No
ResMed Inc.	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. Annual incentives were entirely based on objective financial measures and granted equity was entirely performance based.	No	No	No
Royal Gold, Inc.	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
RPM International Inc.	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided excessive life insurance and automobile perquisites to certain NEOs as well as the automatic accelerated vesting of equity awards upon a change-in-control event.	Yes	Yes	No
STERIS plc	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Although some concerns are noted regarding goal setting under the annual incentive plan, final payouts are entirely based on pre-set financial metrics. In addition, a majority of long-term incentives are performance conditioned.	No	No	No
Sysco Corporation	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. The CEO received additional PSUs in 2021 with a two-year performance period, in place of his cancelled 2020 PSUs, underscoring a misalignment between CEO pay and company performance. In addition, performance periods were shortened for both the annual and long-term incentive awards, and annual incentive awards were earned above-target based largely on achievements for the subjective strategic bonus objectives component. Disclosure of actual performance results for this component of the incentive program and of forward-looking PSU goals is poor. The CEO also received a large tax gross-up related to relocation benefits.	Yes	No	No
Take-Two Interactive Software, Inc.	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, but with caution. Compensation for the CEO is primarily paid by the external manager under a management services agreement. Although this arrangement can result in limited pay disclosure, in this case the company provides thorough disclosure of the applicable pay programs, including fixed and variable pay levels, performance targets, and incentive program outcomes. This level of transparency for an externally managed issuer is sufficient to make a reasonable assessment of pay and performance. However, certain goal rigor concerns remain in the annual incentive program, which has resulted in maximum-level performance for several years. This continued lowering of goals, even with disclosure details that satisfy the externally-managed issuer policy, may warrant adverse vote recommendations going forward.	No	No	No
Tapestry, Inc.	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company continues to provide a significant amount of tax gross-ups on an executive's perquisite. In addition, less than half of the annual equity grant is in performance-conditioned equity.	Yes	Yes	No
The Clorox Company	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned. Annual incentives are primarily based on pre-set financial goals, and the proportion of performance equity increased from 50 to 60 percent. Although forward-looking LTI performance goals were not disclosed, the company provided a detailed description of the goals and achievements for the closing cycle.	No	No	No

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The Estee Lauder Companies Inc.	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted, driven by concerns surrounding the CEO's large supplemental equity awards. Although the awards carry performance conditions and an extended vesting period, their magnitude is outsized, and the special PSUs are earned based on a non-rigorous goal of positive cumulative operating income. Further, while annual incentives are based on objective metrics, minimum payouts are guaranteed for FY21 and FY22, a concern that is compounded by the CEO's high STI opportunity. Moreover, the company provided an inordinate amount of perquisites to the CEO, including large personal use of corporate aircraft and life insurance perks.	Yes	No	No
The Hain Celestial Group, Inc.	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No
The J. M. Smucker Company	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual incentives are entirely based on a pre-set financial metric, although the performance target was set lower than the prior year's actual result due to COVID-19 pandemic-related economic uncertainty. The long-term incentive equity awards are majority performance-conditioned and are measured over a multi-year performance period.	No	No	No
The Procter & Gamble Company	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Bonus payouts are commensurate with financial performance, and the long-term awards are approximately half performance based with multiyear performance periods. However, future bonus payouts warrant further monitoring based on the degree of discretion applied to their determination.	No	No	No
Thor Industries, Inc.	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Vail Resorts, Inc.	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
VF Corporation	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as short-term incentives are primarily based on pre-set financial metrics, and long-term incentives are now majority performance-based. Pay and performance are reasonably aligned for the year in review.	No	No	No
Viatis Inc.	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The compensation committee has demonstrated only a limited degree of responsiveness to last year's low say-on-pay vote result. Given the lack of disclosed shareholder feedback leading to the low vote result, it is not clear whether recent pay program changes adequately address shareholder concerns. In addition, the Executive Chairman received an excessive cash bonus of \$10 million in connection with the transaction, and other executives are entitled to relatively large cash retention awards which lack performance conditions. Close monitoring is warranted regarding the potential for problematic severance payments under the company's employment agreement with the Executive Chairman, as it is unclear whether the agreement entitles Coury to severance payments if he declines to extend the agreement and resigns at the end of the employment term. Furthermore, the company entered into an amended agreement with another executive that still contains a modified single-trigger provision.	Yes	No	No
Western Digital Corporation	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted, with caution. Some concerns are raised regarding goal rigor and incomplete goal disclosure in the LTI. In addition, certain NEOs received retention awards that lacked performance vesting criteria. However, short-and long-term incentive programs are primarily performance based. The annual incentive award is based primarily on pre-set objective metrics and the majority of the annual-cycle long-term incentive awarded is composed of performance shares with multi-year goals. In addition, reported CEO pay declined significantly in FY21, following large sign-on awards in FY20, and long-term incentives were earned below target in alignment with financial performance. Nevertheless, shareholders are advised to continue to closely monitor pay program decisions and disclosure going forward.	No	No	No
Xilinx, Inc.	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as short-term incentives continue to be primarily based on financial metrics, and long-term incentives are half performance-based. Although some concerns are noted, pay and performance are reasonably aligned for the year in review.	No	No	No



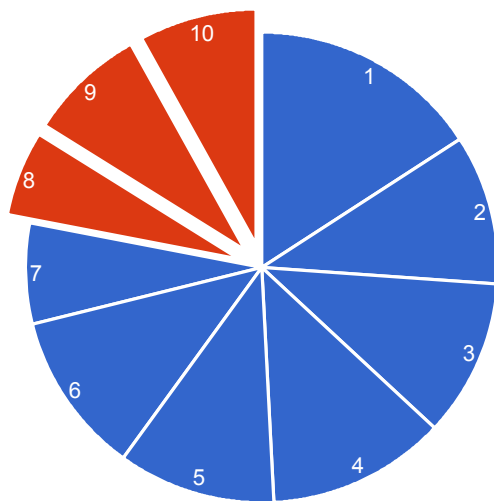
Governance Risk Report

02-Apr-2022

Reporting Period: 01-Jan-2022 to 31-Mar-2022

- > Artisan Partners
- > DIMENSIONAL FUND ADVISORS INC.*
- > Marin County Employees Retirement Association
- > Morgan Stanley Investment Management- New York #132
- > PARAMETRIC PORTFOLIO ASSOC
- > State Street Global Advisors *
- > TimesSquare Capital Management, LLC

Portfolio Risk by ISS Governance QualityScore



22%² of the companies within your portfolio that held meetings during the reporting period are high risk, falling within the ISS Governance QualityScore range of **10** through **8**.

Largest Portfolio Positions with High Governance Risk

The table below highlights the top 15 largest positions for those companies deemed high-risk, as indicated by an ISS Governance QualityScore between 8 and 10. Companies are only shown if they held a meeting during the reporting period.

Company	Ticker	Position Value (USD) ¹	ISS Governance QualityScore	Board Structure Subscore	Compensation Subscore	Shareholder Rights Subscore	Audit Subscore
Future Plc	FUTR	3.3 M	9	9	10	1	6
Kobe Bussan Co., Ltd.	3038	3.0 M	10	9	8	9	1
Analog Devices, Inc.	ADI	1.6 M	9	8	9	8	2
Yankuang Energy Group Company Limited	1171	1.0 M	10	7	10	10	6
Shanghai Electric Group Company Limited	2727	834,715.2	9	4	2	9	10
Shanghai Electric Group Company Limited	2727	834,715.2	9	4	2	9	10
HEICO Corporation	HEI	755,539.8	8	9	7	9	6
Agilent Technologies, Inc.	A	746,404.4	8	6	4	8	10
Koh Young Technology, Inc.	098460	671,180.0	9	9	8	6	5
Walgreens Boots Alliance, Inc.	WBA	607,848.3	8	7	9	2	4
Rockwell Automation, Inc.	ROK	586,278.0	8	4	4	10	5
Tyson Foods, Inc.	TSN	556,668.8	10	9	7	10	10
Keysight Technologies, Inc.	KEYS	528,362.7	9	9	4	9	6
D.R. Horton, Inc.	DHI	466,560.4	9	9	9	7	2
Air China Limited	753	453,951.8	8	5	6	9	5

ISS Governance QualityScore is a data driven scoring and screening solution designed to identify governance risk within companies. ISS Governance QualityScore is derived from publicly disclosed data on the company's governance practices. Scores indicate decile rank relevant to index or region. For more information on ISS Governance QualityScore, visit <https://www.issgovernance.com/solutions/iss-analytics/qualityscore/>.

¹Values are based on shares held on record date for the company's most recently held meeting during the reporting period. Please contact your ISS Client Service Team with any questions related to how this value is calculated.

²Percentages based on the universe of holdings within the ISS Governance QualityScore coverage universe.



Investment Manager Summary

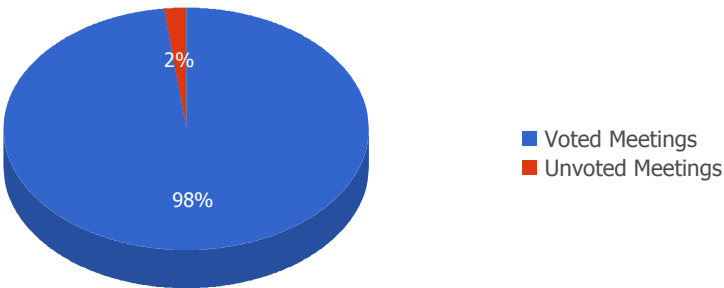
Investment Manager	% Meetings Voted	% of Companies with ISS Governance QualityScore of 8, 9 or 10 ¹	% of Votes Cast Against Management	% of Votes Cast Against ISS Benchmark Policy	% of Votes Cast Against Public Fund Policy
Artisan Partners	100%	0%	0%	0%	4%
DIMENSIONAL FUND ADVISORS INC.	N/A	N/A	N/A	N/A	N/A
Marin County Employees Retirement Association	100%	19%	34%	27%	0%
Morgan Stanley Investment Management- New York #132	100%	0%	4%	3%	9%
PARAMETRIC PORTFOLIO ASSOC	96%	28%	17%	6%	0%
State Street Global Advisors	N/A	N/A	N/A	N/A	N/A
TimesSquare Capital Management, LLC	100%	38%	5%	3%	14%
TOTALS	98%	22%	23%	14%	1%

¹Percentages based on the universe of holdings within the ISS Governance QualityScore coverage universe.

Meeting Overview

Category	Number
Votable Meetings	443
Meetings Voted	434
Proxy Contests Voted	3
Meetings with Against Management Votes	308
Meetings with Against ISS Votes	204

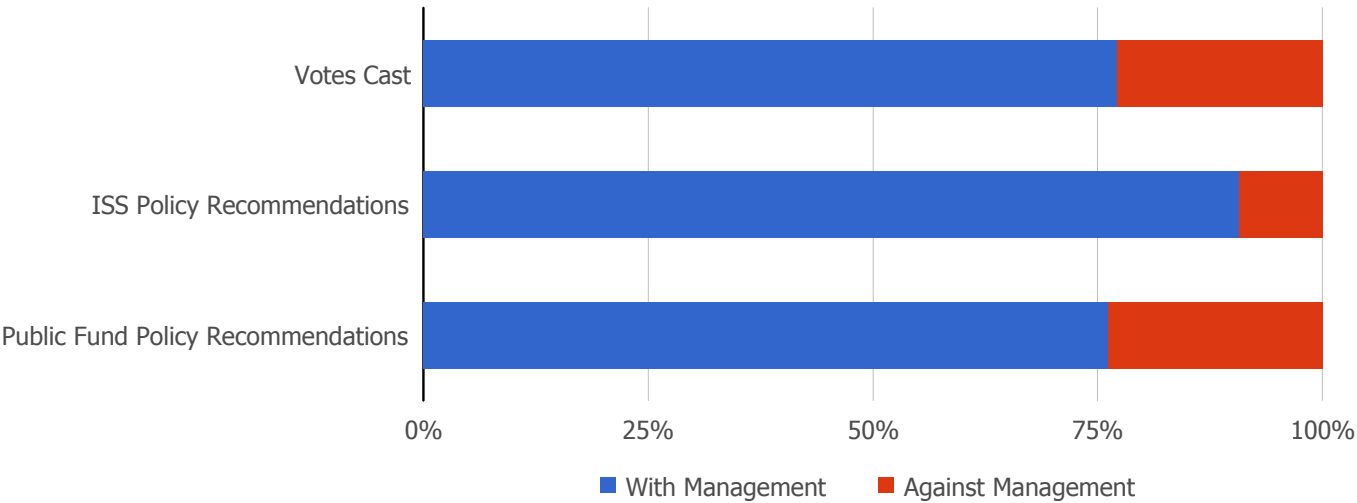
Comparison of Meetings Voted



With 443 meetings available to vote during the period, 434 were voted, equating to approximately 98% of the votable meetings with close to 2% unvoted.

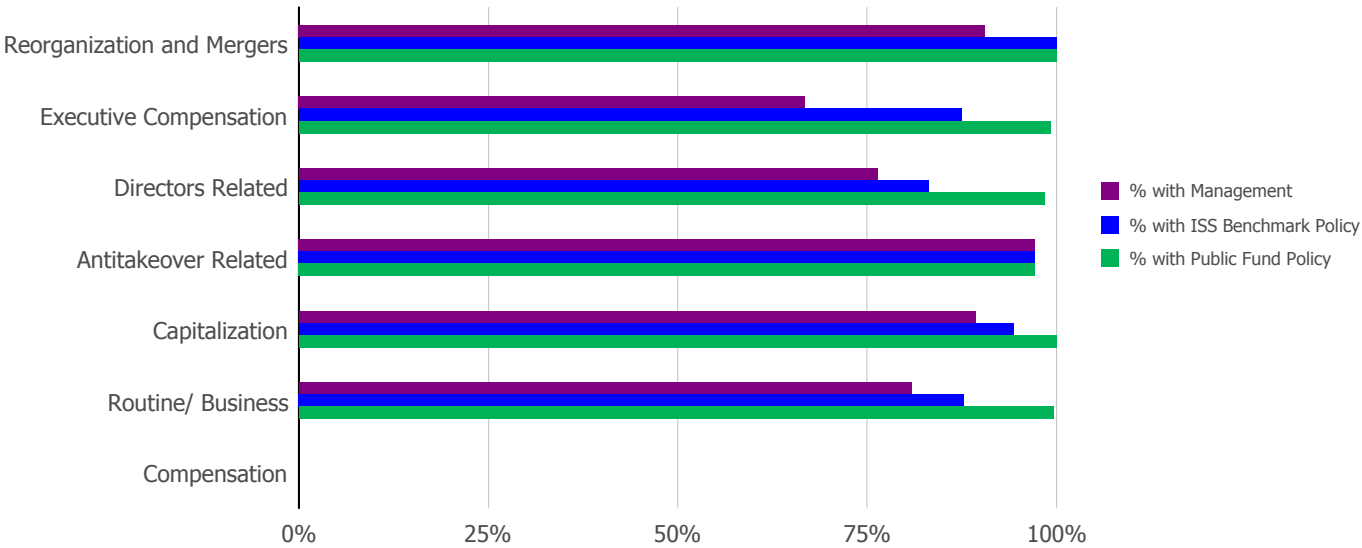
Alignment with Management

- > Comparing vote alignment with management recommendations highlights similarities and differences between investment managers’ governance philosophies and companies’ approach to key corporate governance issues.
- > The votes cast on ballots during the reporting period are aligned with management recommendations in 77% of cases, while the ISS Benchmark Policy recommendations are at 91%.
- > The recommendations of the specialized policy selected as referenced, the Public Fund policy, follow management recommendations for 76% of proposals.



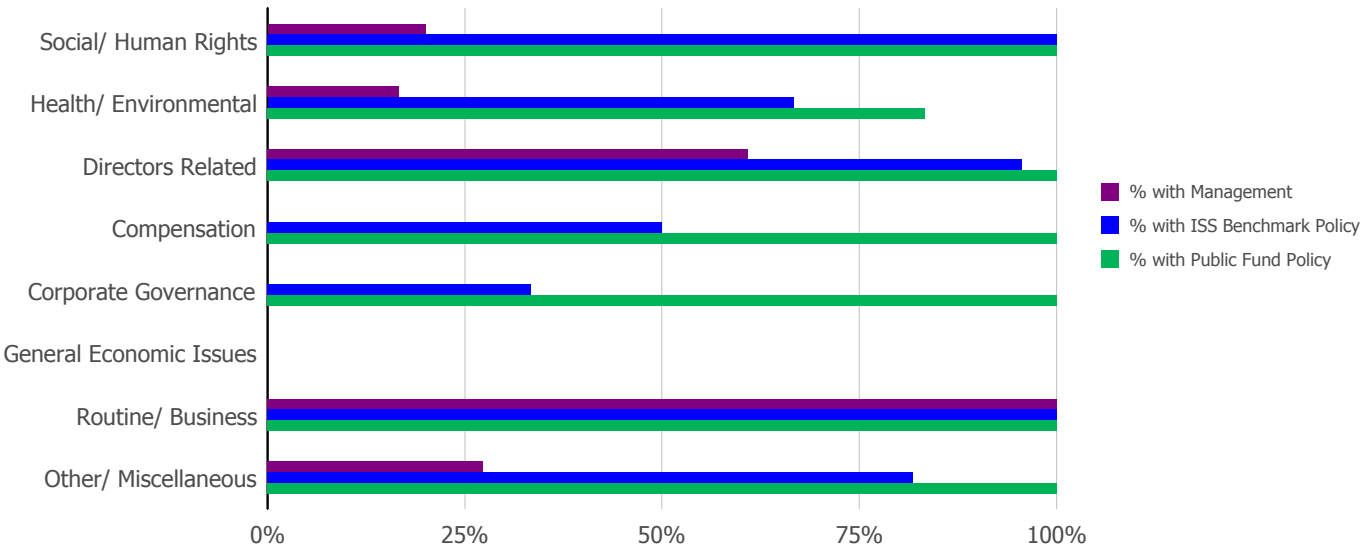
Votes Cast on Management Proposal Categories

- › The breakdown of proposals into the major proposal categories and the comparison of votes cast to management recommendations, ISS Benchmark Policy recommendations and the recommendations of the selected specialized policy, the Public Fund Policy, provide insight into the positioning of votes cast on proposals submitted by management against these benchmarks.
- › Votes cast during the reporting period were least in line with management on Directors Related II matters, where only 43% of votes followed management recommendations.
- › Across categories, votes cast on management proposals show the closest alignment to the Public Fund Policy guidelines.



Votes Cast on Shareholder Proposal Categories

- › Votes cast on shareholder proposals, in opposition to management, reflect support for proposals submitted by shareholders.
- › During the reporting period, has shown the highest level of support for shareholder proposals related to Compensation, Corporate Governance, at 100% and the lowest level of support for shareholder proposals related to Routine/ Business, with 0% of proposals supported in this category.
- › Across categories, votes cast on shareholder proposals show the closest alignment to the Public Fund Policy guidelines.



Contested Meetings Overview

Company	Ticker	ISS Governance QualityScore	Meeting Date	Position Value (USD)*	ISS Recommended Slate	Slate Voted	Key Takeaways
Huntsman Corporation	HUN	1	25-Mar-2022	291,616.2	Dissident	Dissident	<p>> Starboard Value, which owns 8.8 percent of shares outstanding, is seeking four seats on what will be a 10-member board after this AGM.</p> <p>> Peter Huntsman, who has served as CEO since the 2005 IPO, succeeded his father as board chair in January 2018. From this inflection point through launch of the dissident's campaign in September 2021, the board failed to hold management accountable for operational stagnation, which translated into TSR underperformance. HUN has since made a series of changes to board composition and leadership, and TSR has improved dramatically. Despite this apparent reversal of fortunes, there continue to be concerns with operational performance and corporate governance.</p> <p>> The dissident has made a compelling case for further change. Jim Gallogly will bolster the board's independence, while adding industry and executive experience, and Jeff Smith will provide the perspective of a significant independent shareholder. In combination with other independent voices already on the board, the addition of these two dissident nominees should be sufficient to ensure independent oversight of management and ensure that the interests of shareholders are prioritized.</p>
Griffon Corporation	GFF	8	17-Feb-2022	150,888.5	Dissident	Dissident	<p>> Voss Capital, a 2.3 percent shareholder, has nominated one candidate to replace incumbent director Robert Mehmel, who is standing for re-election at this annual meeting. Mehmel also serves as Griffon's COO and is one of two executives on the board.</p> <p>> Voss had initially nominated three candidates for election, however two of its nominees withdrew their candidacy during the campaign, leaving only one candidate remaining. The dissident has accused the board of pressuring the employers of the two former nominees to revoke their authorization for the nominees' candidacies, which the board has denied and stated that it has only acted in its normal course of business when evaluating the dissident nominees.</p> <p>> The dissident argues that GFF is deeply undervalued and that there are significant opportunities to unlock value for shareholders. Further, the dissident also maintains that GFF has historically underperformed, the company should be selling instead of acquiring assets, recent governance improvements are reactive, and that executive compensation is excessive. The dissident raises questions about the company's recently closed \$845 million acquisition of Hunter Fan, including whether the company can create additional value due to a lack of identified synergies.</p> <p>> While the company has a positive track record of operational performance in recent years and the Hunter Fan acquisition was initially</p>

						<p>well received, the company's TSR has been disappointing and there are concerns regarding executive compensation, company governance, and board independence. The board has also been insufficiently attentive to longstanding shareholder concerns in terms of compensation, highlighted by low shareholder support on recent say-on-pay votes. Given these considerations, the addition of one dissident nominee to the board seems to be a reasonable ask, particularly given that the company has not made a clear case as to why it needs two executives on the board and Mehmehl will remain as COO even if he not a director.</p> <p>> Dissident nominee Charles Diao appears to have relevant public board and executive experience, including compensation committee experience, and would help to provide an additional degree of independent oversight of management by raising questions about the company's operating and M&A strategy, shareholder outreach, and governance.</p> <p>> The compensation committee was not adequately responsive to a third consecutive low say-on-pay vote result. Annual long-term incentives to the CEO remain excessive. In addition to relatively high annual pay, the company provided the CEO with a sizeable one-time equity award consisting entirely of time-vested equity. In light of only limited responsiveness, cautionary support for compensation committee member Cheryl Turnbull, the only member of the committee on the ballot at this annual meeting, is warranted.</p>
Lee Enterprises, Incorporated	LEE	10-Mar-2022	12,473.9	Management	Management	<p>> Alden Global Capital, a 6.2 percent holder of company shares, is seeking votes against two of the company's eight directors: Chair Mary Junck and lead independent director Herbert Moloney III.</p> <p>> This campaign, as evidenced by the dissident's primary business of acquiring and operating local newspapers, as well as the close proximity of the campaign to its recent acquisition offer, appears to be in service of an ongoing effort to acquire the company.</p> <p>> On Nov. 22, 2021, the dissident publicly submitted an unsolicited offer to acquire the company for \$24.00 per share in cash, a 30.0 percent premium to the unaffected price of \$18.45, which at the time was also the nine-month closing low of LEE shares. The board rejected the dissident's offer on Dec. 9, 2021; since the time of the offer through Feb. 24, 2022, LEE shares have closed at an average price of \$34.09, due in part to the company's favorable full-year results, released on Dec. 8, 2021.</p> <p>> Before receiving a response from the company, the dissident nominated candidates for all three seats of the classified board on ballot at this year's AGM. The dissident subsequently reduced its slate to two candidates, but the board rejected the nominations partly because the dissident was not a shareholder of record at the time of nomination. After suing in Delaware court and failing to prevail, the dissident has brought this vote no campaign against Junck and Moloney.</p> <p>> The dissident has criticized the company for poor shareholder</p>

B.2



returns, deteriorating adjusted EBITDA margins, and flawed corporate governance. The company is in the midst of a transition to a digital-heavy business model and has made tangible progress towards this goal. While the company's governance remains in need of further modernization, the board has proved itself somewhat responsive to outside feedback. In addition, the dissident has not made the case that deposing the board's leadership at this time is in the best interests of shareholders. Therefore, support for company nominees Junck and Moloney is warranted.

*Values are based on shares held on record date for the company's meeting held during the reporting period. Please contact your ISS Client Service Team with any questions related to how this value is calculated.

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MCERA.org

Date: April 15, 2022

To: Governance Committee
Marin County Employees' Retirement Association (MCERA)

From: Jeff Wickman *fw*
Retirement Administrator

Subject: **MCERA Funding Policy**

Background

At its June 9, 2021 meeting, the Board of Retirement discussed whether a separate stand-alone funding policy would add value and clarity. Historically the Board has used the Annual Actuarial Valuation as its funding policy. The funding methodologies and practices are captured in the annual valuation report. As a result of the discussion the Governance Committee was tasked with creating a draft policy that could be considered by the Board.

On October 25, 2021, the Governance Committee reviewed and discussed a draft funding policy that incorporated key methodologies and practices defined in the Annual Actuarial Valuation. There was one substantive change to the draft to include information about the triennial Experience Study; otherwise, the Committee recommended that the draft be presented to the full Board for adoption.

On November 3, 2021, the Governance Committee presented the draft funding policy for the consideration by the full Board of Retirement. Although the Board was generally in favor of the draft policy, there was a view expressed that the detailed assumptions and methods referred to, by reference, in the Actuarial Valuation should instead be listed in the Policy. In response, staff noted that including this information would duplicate what is included in the annual valuation report and create the possibility that the policy might become out of sync with what is the Actuarial Valuation if they are not updated simultaneously.

Recommendation

The Committee is being presented two separate policy drafts for consideration. The original version adopted by the Committee with the one change noted above and the longer version which includes additional detail from the annual Actuarial Valuation. For the reason outlined above staff recommends the Committee adopt the original version presented on October 25, 2021 (with the change that is included in the version provided for this meeting) and present that version to the full Board of Retirement at the May 4, 2022 Board meeting for adoption.

MARIN COUNTY EMPLOYEES' RETIREMENT ASSOCIATION (MCERA) ACTUARIAL FUNDING POLICY

Adopted:

I. INTRODUCTION

The purpose of this Policy is to document the funding objectives and methods set by the Board of Retirement (Board) for the Marin County Employees' Retirement Association (MCERA). In addition, this document records certain policy guidelines established by the Board to assist in administering MCERA in a consistent and efficient manner. As such this is a working document and may be modified as deemed necessary by the Board. All funding methods and assumptions are described in the annual actuarial valuation.

II. GOALS OF ACTUARIAL FUNDING POLICY

- Achieve long-term, full funding of the cost of benefits administered by MCERA,
- Maintain reasonable and equitable allocation of the cost of benefits over time, and
- Minimize volatility of contributions required of the plan sponsor County of Marin ("County") and other MCERA participating employers (collectively, "Participating Employers") to the extent reasonably possible, consistent with other policy goals.

III. FUNDING POLICY

MCERA's funding policy is to collect contributions from the Participating Employers and employees equal to the sum of:

- The Normal Cost under the Entry Age Cost Method,
- An amortization payment on the Unfunded Actuarial Liability (UAL), and
- The Plan's expected administrative expenses.

IV. ACTUARIAL METHODS

MCERA's annual actuarial valuation documents the assumptions and methods used to determine the cost of benefits in Appendix B, Statement of Current Actuarial Assumptions and Methods. The following outlines the key funding guidelines:

- Actuarial Cost Method: The actuarial valuation is prepared using the entry age actuarial cost method (Gov. Code § 31453.5). Under the principles of this method, the actuarial present value of the projected benefits of each individual included in the valuation is allocated as a level percentage of the individual's projected compensation between entry age and assumed exit (until maximum retirement age). For members who transferred from outside of MCERA, entry age is based on entry into the system. The Normal Cost for the Plan is based on the sum of the individual Normal Costs for each member (Individual Entry Age Method).

- **Valuation of Assets:** Effective with the June 30, 2014 valuation, the Board adopted a direct contribution rate smoothing policy. As a result, the smoothed Actuarial Value of Assets was replaced with the Market Value of Assets for valuation purposes. The assets used to compute the UAL are the Market Value of Assets, minus the value of any non-valuation contingency reserves.
- **UAL Amortization:** The UAL is amortized as a level percentage of the projected salaries of present and future members of MCERA. Effective with the June 30, 2013 valuation, the UAL as of June 30, 2013 is amortized over a closed 17-year period (10 years remaining as of June 30, 2020). The additional UAL attributable to the extraordinary loss from 2008-2009, is being amortized over a separate closed period (18 years as of June 30, 2020). Any subsequent unexpected change in the UAL after June 30, 2013 is amortized over 24 years (22 years for assumption changes) that includes a five-year phase-in and four-year phase-out (three/two years for assumption changes) of the payments/credits for each annual layer.
- **Surplus funding:** If the total of all UAL becomes negative so that there is a surplus and the amount of such surplus is in excess of 20% of the actuarial accrued liability (per Government Code § 7522.52), such actuarial surplus and any subsequent surpluses will be amortized over an “open” amortization period of 30 years. Any prior UAL amortization layers will be considered fully amortized, and any subsequent UAL will be amortized as the first of a new series of amortization layers, using the above amortization periods.
- The amortization period described above will be used in all funding circumstances unless an alternative amortization period is recommended by the Actuary and accepted by the Board based on the results of an actuarial analysis.

V. OTHER POLICY CONSIDERATIONS

A. Plan Sponsor

The County established MCERA in 1950 under the provisions of the County Employee Retirement Law of 1937 (CERL) to administer the retirement benefits being offered to County employees. The County serves as the plan sponsor. Officers and employees of districts may become members of MCERA as provided in Government Code section 31557, and other applicable law, and such districts also are Participating Employers in MCERA.

B. Participating Employers

In addition to the County, there are eight other Participating Employers:

- City of San Rafael
- Local Agency Formation Commission
- Marin Community Services District
- Marin Sonoma Mosquito Vector Control District
- Marin County Superior Court
- Novato Fire Protection District
- Southern Marin Fire District
- Tamalpais Community Service District

The City of San Rafael (“City”) joined MCERA by Agreement between the City, the Board of Supervisors of the County, and MCERA dated May 10, 1977 (“Participation Agreement re City”), which provided in pertinent part that “for such time that City and its employees are members of [MCERA], City and its employees costs will be computed separate and apart from the County’s costs and that of its employees and separate actuarial reviews will be performed for each group.” Further, the Participation Agreement re City provides that “Each group (Marin County and the City of San Rafael) will be completely independent for retirement purposes. The funds of the two groups may be merged for investment purposes but appropriate accounting procedures should be established to be able to allocate what amount of funds belongs to each group at the time of an actuarial study.”

The Novato Fire Protection District (“Novato Fire”) joined MCERA by resolution of its governing board dated March 2, 1977, which the MCERA Board accepted on March 14, 1977, subject to a condition that an “administration fee be the same as the City of San Rafael.”

Historically, MCERA has conducted separate actuarial valuations annually for the City and Novato Fire. Other Participating Employers are grouped with the County for valuation purposes and a single actuarial valuation is produced for that “County, Court, and Special Districts” group.

C. Lag Between Date of Actuarial Valuation and Date of Contribution Rate Implementation

In allowing the employer to more accurately budget for pension contributions and other practical considerations, the contribution rates determined in each valuation (as of June 30) will apply to the fiscal year beginning 12 months after the valuation date. Any shortfall or excess contributions as a result of the implementation lag will be amortized as part of MCERA’s UAL in the following valuation.

Any change in contribution rate requirement that results from plan amendment is generally implemented as of the effective date of the Plan amendment, or as soon as administratively feasible. Any change in contribution rate requirement that results from Plan amendment is generally implemented as of the effective date of the Plan amendment or as soon as administratively feasible.

D. Phase-in of Increase in Employer Contribution Rates

From time to time, the Board has considered phasing in extraordinary changes in employer contribution rates. The Board reserves the right to exercise such discretion based on facts and circumstances and after receiving input from its Actuary.

E. Actuarial Assumptions Guidelines

The actuarial assumptions directly affect only the timing of contributions; the ultimate contribution level is determined by the benefits and the expenses actually paid offset by actual investment returns. To the extent that actual experience deviates from the assumptions, experience gains and losses will occur.

These gains (or losses) then serve to reduce (or increase) the future contribution requirements. Experience gains/losses are reflected in the annual actuarial valuation and the triennial Experience Study.

Actuarial assumptions are generally grouped into two major categories:

- i. Demographic assumptions – including rates of withdrawal, service retirement, disability retirement, mortality, etc.
- ii. Economic assumptions – including price inflation, wage inflation, investment return, salary increase, etc.

The actuarial assumptions represent the Board's best estimate of anticipated experience under MCERA and are intended to be long term in nature. Therefore, in developing the actuarial assumptions, the Board considers not only experience but also trends, external forces, and future expectations. Irrespective of the care with which actuarial assumptions are chosen, actual experience over the short term may not match these assumptions.

VI. DEFINITIONS

Actuarial Funding Method: A technique to allocate present value of projected benefits among past and future periods of service.

Actuarial Accrued Liability: The portion of the present value of projected benefits that is attributed to past service by the actuarial funding method.

Actuarial Valuation: The determination, as of a specified date, of the Normal Cost, Actuarial Liability, Actuarial Value of Assets, and related actuarial present values for a pension plan.

Actuarial Value of Assets: The Actuarial Value of Assets is equal to the Market Value of Assets. The market value represents "snap-shot" or "cash-out" values that provide the principal basis for measuring financial performance from one year to the next.

Entry Age Actuarial Cost Method: A funding method that calculates MCERAs Normal Cost as a level percentage of pay over the working lifetime of the Plan's members.

Experience Gains and Losses: The difference between the experience anticipated by the actuarial assumptions and the Plan's actual experience during the period between valuations. If actual experience is financially favorable to the Plan, it is a Gain, (e.g., more deaths than expected or higher investment return than expected). If actual experience is financially less favorable to the Plan, it is a Loss, (e.g., higher salaries than expected or lower investment return than expected).

Extraordinary Actuarial Gain (Loss): An Experience Gain (Loss) determined by the Board to be of such magnitude and rarity to warrant creation of a special amortization policy.

Funded Ratio: The ratio of the Actuarial Value of Assets to the Actuarial Accrued Liability of the Plan.

Inactive Funded Ratio: The ratio of the Actuarial Value of Assets to the Actuarial Accrued Liability of the Plan for members who are not active, including retired members and their beneficiaries, disabled members, and members terminated with a vested benefit.

Normal Cost: The portion of the Present Value of Projected Benefits that is attributed to the current year by the Actuarial Funding Method.

Unfunded Actuarial Liability: The portion of the Actuarial Accrued Liability that is not currently covered by Plan assets. It is calculated by subtracting the Actuarial Accrued Liability from the Valuation Value of Assets.

Valuation Value of Assets: The value of assets used to determine contribution rate requirements. The valuation assets are equal to the market/actuarial value, minus any non-valuation reserves that are to be excluded from the calculation of the Unfunded Actuarial Liability. For MCERA, the only such non-valuation reserves are the Statutory Contingency Reserves, which are established and maintained in accordance with Government Code section 31592.2 and the Plan's Interest Crediting Policy.

Valuation Date: June 30 of every year.

VII. POLICY REVIEW

The Retirement Board shall review this Policy annually in conjunction with its adoption of its actuarial valuation. The Policy may be amended from time to time by majority vote of the Board.

VIII. RETIREMENT ADMINISTRATOR'S CERTIFICATE

I, Jeff Wickman, the duly appointed Retirement Administrator of the Marin County Employees' Retirement Association, hereby certify that this policy was adopted and made effective on _____, 2021.

**MARIN COUNTY EMPLOYEES' RETIREMENT ASSOCIATION (MCERA)
ACTUARIAL FUNDING POLICY**

Adopted:

I. INTRODUCTION

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IV. ACTUARIAL METHODS

MCERA's uses the following methods for conducting its annual actuarial valuation:

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B.3.a

- **Valuation of Assets:** Effective with the June 30, 2014 valuation, the Board adopted a direct contribution rate smoothing policy. As a result, the smoothed Actuarial Value of Assets was replaced with the Market Value of Assets for valuation purposes. The assets used to compute the UAL are the Market Value of Assets, minus the value of any non-valuation contingency reserves.
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- **Surplus funding:** If the total of all UAL becomes negative so that there is a surplus and the amount of such surplus is in excess of 20% of the actuarial accrued liability (per Government Code § 7522.52), such actuarial surplus and any subsequent surpluses will be amortized over an “open” amortization period of 30 years. Any prior UAL amortization layers will be considered fully amortized, and any subsequent UAL will be amortized as the first of a new series of amortization layers, using the above amortization periods.
- The amortization period described above will be used in all funding circumstances unless an alternative amortization period is recommended by the Actuary and accepted by the Board based on the results of an actuarial analysis.

V. ACTUARIAL ASSUMPTIONS

MCERA’s uses the following assumptions for conducting its annual actuarial valuation:

- **Rate of Return:** Assets are assumed to earn 6.75% net of investment expenses.
- **Administrative Expenses:** Administrative expenses are assumed to be \$5.0 million for the next year, to be split between employees and employers based on their share of the overall contributions. Administrative expenses are assumed to increase by 2.75% per year.
- **Cost-of-Living:** The cost-of-living as measured by the Consumer Price Index (CPI) will increase at the rate of 2.50% per year.
- **Post Retirement Cost of Living Adjustment (COLA):** COLAs are assumed at the rate of 2.5% for members with a 4% COLA cap, 2.4% for members with a 3% COLA cap, and 1.9% for members with a 2% COLA cap.

B.3.a

- **Internal Revenue Code Section 415 Limit:** The Internal Revenue Code Section 415 maximum benefit limitations are not reflected in the valuation for funding purposes. Any limitation is reflected in a member's benefit at the time of retirement.
- **Internal Revenue Code Section 401(a)(17):** The Internal Revenue Code Section 401(a)(17) maximum compensation limitation is reflected in the valuation to project compensation and benefits. The limit is expected to increase by 2.50% in future years.
- **PEPRA Compensation Limit:** The PEPRA Pensionable Compensation Limit (GC 7522.10) is reflected in the valuation to project compensation and benefits for PEPRA members. The limit is expected to increase by 2.50% in future years.
- **Interest on Member Contributions:** The annual credited interest rate on member contributions is assumed to be 6.75%.
- **Sick Leave Service Credit Upon Retirement:** Active members' benefits are adjusted by a percentage, in accordance with the table below, for anticipated conversions of sick leave or other terminal earnings to retirement service credit or final compensation.

	Rate
Non-PEPRA	
Marin County	1.50%
Marin Courts	1.50%
Marin Special Districts	1.50%
Novato Fire Protection District	4.00%
City of San Rafael	1.50%
PEPRA	1.50%

- **Family Composition:** Percentage married for all active members who retire, become disabled, or die during active service is shown in the table below. Male members are assumed to be three years older than their spouses and female members are assumed to be two years younger than their spouses.

Class and Gender	Percentage Married
	Percentage
Miscellaneous Males	75%
Miscellaneous Females	55%
Safety Males	85%
Safety Females	55%

B.3.a

- **Increases in Pay: Wage inflation component:** 3.00%. Additional longevity and promotion component:

Service	Miscellaneous	Safety
0	6.00%	5.00%
1	6.00%	5.00%
2	5.00%	4.50%
3	4.00%	4.00%
4	3.00%	3.50%
5	2.25%	3.00%
6	1.75%	2.50%
7	1.40%	2.20%
8	1.20%	1.90%
9	1.00%	1.70%
10	0.85%	1.50%
11	0.75%	1.40%
12	0.75%	1.30%
13+	0.75%	1.25%

- **Overall Pensionable Compensation Growth:** Overall pensionable compensation – used in the calculation of the UAL amortization payments – is expected to increase by 2.75% in future years.
- **Rates of Termination (All Types):** Rates of termination are shown in the following tables below, with sample rates shown for those with at least five years of service. Note that termination rates do not apply once a member is eligible for retirement.

Service	Miscellaneous	Service	Miscellaneous
0	14.00%	11	4.75%
1	13.00%	12	4.50%
2	12.00%	13	4.25%
3	9.50%	14	4.00%
4	8.25%	15	3.50%
5	7.50%	16	3.25%
6	6.75%	17	3.00%
7	6.25%	18	2.75%
8	5.75%	19	2.50%
9	5.25%	20+	0.00%
10	5.00%		

Service	Safety
0	9.00%
1	7.00%
2	5.00%
3	5.00%
4	5.00%

B.3.a

Safety	
Service	5-19 Years of Service
20	2.06%
25	2.24%
30	3.53%
35	3.41%
40	1.14%
45	1.70%
50	0.27%
55	0.09%
60	0.00%

- **Withdrawal, Reciprocal Transfers, and Vested Termination:** The following rates apply to active members who terminate their employment. Members, who withdraw their member contributions, forfeit entitlement to future Plan benefits.

Service	Miscellaneous			Safety		
	Withdrawal	Reciprocal	Vested Term	Withdrawal	Reciprocal	Vested Term
0	40.00%	24.00%	36.00%	20.00%	68.00%	12.00%
1	35.00%	26.00%	39.00%	20.00%	68.00%	12.00%
2	20.00%	32.00%	48.00%	20.00%	68.00%	12.00%
3	20.00%	32.00%	48.00%	20.00%	68.00%	12.00%
4	20.00%	32.00%	48.00%	20.00%	68.00%	12.00%
5	10.00%	36.00%	54.00%	20.00%	68.00%	12.00%
6	10.00%	36.00%	54.00%	20.00%	68.00%	12.00%
7	10.00%	36.00%	54.00%	20.00%	68.00%	12.00%
8	10.00%	36.00%	54.00%	20.00%	68.00%	12.00%
9	10.00%	36.00%	54.00%	20.00%	68.00%	12.00%
10+	10.00%	36.00%	54.00%	15.00%	72.25%	12.75%

- **Reciprocal Transfers and Vested Termination Deferral Age:** Miscellaneous members who terminate employment and do not withdraw their member contributions are assumed to retire at age 59. Safety members who terminate employment and do not withdraw their member contributions are assumed to retire at age 50 if their benefits are calculated under CERL section 31664.1 and are not currently working in reciprocal service, age 53 if their benefits are calculated under CERL section 31664.1 and they are in reciprocal service, and age 55 otherwise.
- **Projected Pay for Reciprocal Transfers:** Members who terminate and transfer to a reciprocal employer are expected to have their wages increase from their date of termination to their assumed retirement age by 3.00% wage inflation and either 0.75% for Miscellaneous members or 1.25% for Safety members.

B.3.a

Members who have terminated and transferred to a reciprocal employer or have transferred within MCERA are assumed to have the same salary increases and are exposed to the same rates of mortality and retirement as if they were active. No other decrements are assumed.

- **Rates of Disability:** The rates of disability for Miscellaneous members are based on the 2017 CalPERS Public Agency Miscellaneous Ordinary Disability rates for males and females without adjustment.

The rates of disability for Safety members are based on adjusted 2020 CalPERS Peace Officers and Fire Fighter (POFF) Industrial and Ordinary Disability rates (multiplied by 120%).

75% of all Miscellaneous and 100% of all Safety disabilities are assumed to be service-connected. Sample service-connected disability rates of active participants are shown below.

Miscellaneous			
Age	Male	Female	Safety
20	0.0128%	0.0075%	0.0828%
25	0.0128%	0.0075%	0.1404%
30	0.0143%	0.0180%	0.2364%
35	0.0293%	0.0533%	0.3828%
40	0.0765%	0.1013%	0.6048%
45	0.1133%	0.1410%	0.9192%
50	0.1185%	0.1493%	1.3500%
55	0.1185%	0.1119%	1.9020%
60	0.1148%	0.0780%	2.5848%
65	0.0960%	0.0660%	3.4164%

Sample non service-connected disability rates of active participants are shown below.

Miscellaneous			
Age	Male	Female	Safety
20	0.0042%	0.0025%	0.0000%
25	0.0042%	0.0025%	0.0000%
30	0.0047%	0.0600%	0.0000%
35	0.0097%	0.0178%	0.0000%
40	0.0255%	0.0338%	0.0000%
45	0.0377%	0.0470%	0.0000%
50	0.0395%	0.0498%	0.0000%
55	0.0395%	0.0373%	0.0000%
60	0.0382%	0.0263%	0.0000%
65	0.0320%	0.0220%	0.0000%

B.3.a

- **Rates of Mortality for Active Lives:** Mortality rates for Miscellaneous active members are based on the sex distinct Public General 2010 Employee Mortality Table, with generational mortality improvements projected from 2010 using Projection Scale MP-2020, with no adjustments.

Mortality rates for Safety active members are based on the sex distinct Public Safety 2010 above-Median Income Employee Mortality Table, with generational mortality improvements projected from 2010 using Projection Scale MP-2020, with no adjustments. 10% of Safety member active deaths are assumed to occur in the line of duty.

- **Rates of Mortality for Retired Healthy Lives:** Mortality rates for Miscellaneous retired members are based on the sex distinct Public General 2010 Healthy Retiree Mortality Table, with generational mortality improvements projected from 2010 using Projection Scale MP-2020, with no adjustments.

Mortality rates for Safety retired members are based on the sex distinct Public Safety 2010 Above-Median Income Healthy Retiree Mortality Table, with generational mortality improvements projected from 2010 using Projection Scale MP-2020, with no adjustments.

- **Rates of Mortality for Retired Disabled Lives:** Rates of mortality for miscellaneous disabled members are based on the sex distinct Public General 2010 Disabled Retiree Mortality Table, with generational mortality improvements projected from 2010 using Projection Scale MP-2020, with no adjustments.

Rates of mortality for Safety disabled members are based on the sex distinct Public Safety 2010 Disabled Retiree Mortality Table, with generational mortality improvements projected from 2010 using Projection Scale MP-2020, adjusted by 95% for males with no adjustment for females.

- **Rates of Mortality for Beneficiaries:** Rates of mortality for members' beneficiaries once their benefits commence are given by sex distinct Public 2010 Contingent Survivor Mortality Table, using General 2010 Healthy Retiree Mortality Table before age 45, with generational mortality improvements projected from 2010 using Projection Scale MP-2020, adjusted by 105% for females and no adjustments to males. Prior to the death of the member, the mortality of the beneficiaries is assumed to use the same sex distinct assumptions as the retired healthy members.
- **Mortality Improvement:** Mortality is assumed to improve in future years in accordance with the MP-2020 generational improvement tables.

B.3.a

- **Rates of Retirement:** Rates of retirement are based on age according to the following tables below.

Miscellaneous Rates

Age	<20 Years of Service	20-29 Years of Service	30+ Years of Service
50-52	3.00%	3.00%	3.00%
53	5.00%	5.00%	10.00%
54	5.00%	5.00%	15.00%
55-59	5.00%	10.00%	15.00%
60	10.00%	10.00%	30.00%
61	10.00%	10.00%	30.00%
62	12.00%	20.00%	30.00%
63	14.00%	20.00%	30.00%
64	16.00%	20.00%	30.00%
65	18.00%	20.00%	30.00%
66-69	20.00%	30.00%	30.00%
70-79	25.00%	30.00%	30.00%
80	100.00%	100.00%	100.00%

PEPRA Miscellaneous Rates

Age	<20 Years of Service	20-29 Years of Service	30+ Years of Service
52	1.20%	1.50%	1.90%
55	2.80%	3.60%	6.10%
60	7.10%	9.10%	11.10%
61	7.90%	10.00%	12.10%
62	10.40%	13.40%	13.40%
63	13.40%	16.30%	16.30%
64	12.90%	15.80%	15.80%
65	17.30%	20.60%	20.60%
66	21.20%	25.20%	25.20%
67	21.20%	25.20%	25.20%
68-74	19.30%	22.90%	22.90%
75	100.00%	100.00%	100.00%

B.3.a

Non-PEPRA Safety Rates

Age	3% @ 50 <20 Years of Service	3% @ 50 20-29 Years of Service	3% @ 50 30+ Years of Service
40-44	0.00%	3.00%	3.00%
45-48	0.00%	3.00%	3.00%
49	0.00%	15.00%	15.00%
50	5.00%	15.00%	50.00%
51-52	5.00%	10.00%	20.00%
53-54	10.00%	10.00%	20.00%
55	10.00%	25.00%	50.00%
56	10.00%	30.00%	50.00%
57	10.00%	35.00%	50.00%
58	10.00%	40.00%	50.00%
59	10.00%	45.00%	50.00%
60-64	50.00%	50.00%	50.00%
65	100.00%	100.00%	100.00%

2017 CalPERS 3% @ 55 Public Agency Safety Police Sample Rates			
Age	15 Years of Service	20 Years of Service	25 Years of Service
50	3.50%	3.50%	7.00%
51	2.80%	2.90%	6.50%
52	3.20%	3.90%	6.60%
53	2.80%	4.30%	7.50%
54	3.80%	7.40%	11.80%
55	7.00%	12.00%	17.50%
56	6.00%	11.00%	16.50%
57	6.00%	11.00%	16.50%
58	8.00%	10.00%	18.50%
59	9.50%	13.00%	18.50%
60	15.00%	15.00%	18.50%
61	12.00%	12.00%	16.00%
62	15.00%	15.00%	20.00%
63	15.00%	15.00%	20.00%
64	15.00%	15.00%	17.50%
65	100.00%	100.00%	100.00%

PEPRA Safety Rates

2017 CalPERS 2.7% @ 57 Public Agency Safety Police Sample Rates			
Age	15 Years of Service	20 Years of Service	25 Years of Service
50	5.00%	5.00%	5.00%
51	4.00%	4.00%	5.75%
52	3.80%	3.80%	5.80%
53	3.80%	3.80%	7.74%
54	3.80%	4.37%	9.31%
55	6.84%	9.12%	13.40%
56	6.27%	8.36%	12.28%
57	6.00%	8.00%	11.75%
58	8.00%	8.80%	13.75%
59	8.00%	9.20%	14.00%
60	15.00%	15.00%	15.00%
61	14.40%	14.40%	14.40%
62	15.00%	15.00%	15.00%
63	15.00%	15.00%	15.00%
64	15.00%	15.00%	15.00%
65	100.00%	100.00%	100.00%

VI. OTHER POLICY CONSIDERATIONS**A. Plan Sponsor**

The County established MCERA in 1950 under the provisions of the County Employee Retirement Law of 1937 (CERL) to administer the retirement benefits being offered to County employees. The County serves as the plan sponsor. Officers and employees of districts may become members of MCERA as provided in Government Code section 31557, and other applicable law, and such districts also are Participating Employers in MCERA.

B. Participating Employers

In addition to the County, there are eight other Participating Employers:

- City of San Rafael
- Local Agency Formation Commission
- Marin Community Services District
- Marin Sonoma Mosquito Vector Control District
- Marin County Superior Court
- Novato Fire Protection District
- Southern Marin Fire District
- Tamalpais Community Service District

B.3.a

The City of San Rafael (“City”) joined MCERA by Agreement between the City, the Board of Supervisors of the County, and MCERA dated May 10, 1977 (“Participation Agreement re City”), which provided in pertinent part that “for such time that City and its employees are members of [MCERA], City and its employees costs will be computed separate and apart from the County’s costs and that of its employees and separate actuarial reviews will be performed for each group.” Further, the Participation Agreement re City provides that “Each group (Marin County and the City of San Rafael) will be completely independent for retirement purposes. The funds of the two groups may be merged for investment purposes but appropriate accounting procedures should be established to be able to allocate what amount of funds belongs to each group at the time of an actuarial study.”

The Novato Fire Protection District (“Novato Fire”) joined MCERA by resolution of its governing board dated March 2, 1977, which the MCERA Board accepted on March 14, 1977, subject to a condition that an “administration fee be the same as the City of San Rafael.”

Historically, MCERA has conducted separate actuarial valuations annually for the City and Novato Fire. Other Participating Employers are grouped with the County for valuation purposes and a single actuarial valuation is produced for that “County, Court, and Special Districts” group.

C. Lag Between Date of Actuarial Valuation and Date of Contribution Rate Implementation

In allowing the employer to more accurately budget for pension contributions and other practical considerations, the contribution rates determined in each valuation (as of June 30) will apply to the fiscal year beginning 12 months after the valuation date. Any shortfall or excess contributions as a result of the implementation lag will be amortized as part of MCERA’s UAL in the following valuation.

Any change in contribution rate requirement that results from plan amendment is generally implemented as of the effective date of the Plan amendment, or as soon as administratively feasible. Any change in contribution rate requirement that results from Plan amendment is generally implemented as of the effective date of the Plan amendment or as soon as administratively feasible.

D. Phase-in of Increase in Employer Contribution Rates

From time to time, the Board has considered phasing in extraordinary changes in employer contribution rates. The Board reserves the right to exercise such discretion based on facts and circumstances and after receiving input from its Actuary.

E. Actuarial Assumptions Guidelines

The actuarial assumptions directly affect only the timing of contributions; the ultimate contribution level is determined by the benefits and the expenses actually paid offset by actual investment returns. To the extent that actual experience deviates from the assumptions, experience gains and losses will occur. These gains (or losses) then serve to reduce (or increase) the future contribution requirements. Experience gains/losses are captured in the annual actuarial valuation and the triennial Experience Study.

Actuarial assumptions are generally grouped into two major categories:

- i. Demographic assumptions – including rates of withdrawal, service retirement, disability retirement, mortality, etc.
- ii. Economic assumptions – including price inflation, wage inflation, investment return, salary increase, etc.

The actuarial assumptions represent the Board's best estimate of anticipated experience under MCERA and are intended to be long term in nature. Therefore, in developing the actuarial assumptions, the Board considers not only experience but also trends, external forces, and future expectations. Irrespective of the care with which actuarial assumptions are chosen, actual experience over the short term may not match these assumptions.

VII. DEFINITIONS

Actuarial Funding Method: A technique to allocate present value of projected benefits among past and future periods of service.

Actuarial Accrued Liability: The portion of the present value of projected benefits that is attributed to past service by the actuarial funding method.

Actuarial Valuation: The determination, as of a specified date, of the Normal Cost, Actuarial Liability, Actuarial Value of Assets, and related actuarial present values for a pension plan.

Actuarial Value of Assets: The Actuarial Value of Assets is equal to the Market Value of Assets. The market value represents "snap-shot" or "cash-out" values that provide the principal basis for measuring financial performance from one year to the next.

Entry Age Actuarial Cost Method: A funding method that calculates MCERAs Normal Cost as a level percentage of pay over the working lifetime of the Plan's members.

Experience Gains and Losses: The difference between the experience anticipated by the actuarial assumptions and the Plan's actual experience during the period between valuations. If actual experience is financially favorable to the Plan, it is a Gain, (e.g., more deaths than expected or higher investment return than expected). If actual experience is financially less favorable to the Plan, it is a Loss, (e.g., higher salaries than expected or lower investment return than expected).

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Extraordinary Actuarial Gain (Loss): An Experience Gain (Loss) determined by the Board to be of such magnitude and rarity to warrant creation of a special amortization policy.

Funded Ratio: The ratio of the Actuarial Value of Assets to the Actuarial Accrued Liability of the Plan.

Inactive Funded Ratio: The ratio of the Actuarial Value of Assets to the Actuarial Accrued Liability of the Plan for members who are not active, including retired members and their beneficiaries, disabled members, and members terminated with a vested benefit.

Normal Cost: The portion of the Present Value of Projected Benefits that is attributed to the current year by the Actuarial Funding Method.

Unfunded Actuarial Liability: The portion of the Actuarial Accrued Liability that is not currently covered by Plan assets. It is calculated by subtracting the Actuarial Accrued Liability from the Valuation Value of Assets.

Valuation Value of Assets: The value of assets used to determine contribution rate requirements. The valuation assets are equal to the market/actuarial value, minus any non-valuation reserves that are to be excluded from the calculation of the Unfunded Actuarial Liability. For MCERA, the only such non-valuation reserves are the Statutory Contingency Reserves, which are established and maintained in accordance with Government Code section 31592.2 and the Plan's Interest Crediting Policy.

Valuation Date: June 30 of every year.

VIII. POLICY REVIEW

The Retirement Board shall review this Policy annually in conjunction with its adoption of its actuarial valuation. The Policy may be amended from time to time by majority vote of the Board.

IX. RETIREMENT ADMINISTRATOR'S CERTIFICATE

I, Jeff Wickman, the duly appointed Retirement Administrator of the Marin County Employees' Retirement Association, hereby certify that this policy was adopted and made effective on _____, 2022.

**MARIN COUNTY EMPLOYEES' RETIREMENT ASSOCIATION (MCERA)
POLICY REGARDING ADOPTION OF
ACTUARIAL ECONOMIC ASSUMPTIONS**

Adopted: November 3, 2010

Amended: February 9, 2011

Amended: February 8, 2012

Amended: March 13, 2013

Reviewed: March 12, 2014

Amended: May 6, 2015

Amended: May 4, 2016

Amended: May 10, 2017

Amended: November 8, 2017

Amended: December 12, 2018

Amended: January 8, 2020

Amended: May 5, 2021

Amended:

I. BACKGROUND AND PURPOSE

In accordance with its plenary authority and fiduciary responsibilities over the administration of MCERA and actuarial services as provided in the California Constitution, Art. XVI, section 17 and the County Employees' Retirement Law of 1937 (Gov. Code sec. 31450, et seq.), including without limitation, Government Code sections 31453 and 31454.1, and the California Public Employees' Pension Reform Act of 2013 (Gov. Code sec. 7522, et seq.), including without limitation Government Code section 7522.30, the Board of Retirement of MCERA ("Board") has adopted actuarial assumptions at least every three years based upon the analysis, valuation, and recommendation of MCERA's actuary ("actuarial valuation").

The Board adopts such assumptions based upon the information gathered through its experience studies, which are conducted by MCERA's actuary approximately every three years, or other recommendation of the actuary.

The Board has determined that MCERA's actuarial economic assumptions set forth in the actuarial valuations should also be set forth in Board Policy.

II. POLICY

The actuarial assumptions that are included in MCERA's actuarial valuation as of the end of each fiscal year, which valuations have been adopted by the Board, include long-term actuarial economic assumptions relating to the following: investment rate of return (also referred to as the discount rate); projected wage increases; projected pensionable payroll growth; projected growth in inflation; and cost of living adjustments. The Board adopts the assumptions based on the findings and recommendations in MCERA's most recent Experience Study and the recommendations of its actuary as deemed appropriate.

The MCERA actuary will present recommendations for actuarial economic assumptions in the Experience Study for consideration by the Board. Based on the actuarial economic assumptions adopted by the Board, the actuary develops the actuarial valuation. The actuary will present a draft valuation and recommendations to the Board no later than April of each year as a non-action item. The Board will consider those recommendations and provide direction as to the valuation being prepared. The actuary will present its final recommended valuation to the Board for adoption no later than May of that year.

The economic assumptions that the Board adopted are set forth in the attached Appendix A. Those assumptions will remain in effect until the effective date of new actuarial economic assumptions adopted by the Board, which will be automatically incorporated into Appendix A of this Policy without further Board action.

III. POLICY REVIEW

The Retirement Board shall review this Policy annually in conjunction with its adoption of its actuarial valuation. The Policy may be amended from time to time by majority vote of the Board.

IV. RETIREMENT ADMINISTRATOR'S CERTIFICATE

I, Jeff Wickman, the duly appointed Retirement Administrator of the Marin County Employees' Retirement Association, hereby certify that this policy was amended and made effective on May 5, 2021.

Retirement Administrator

APPENDIX A

Effective: Valuation ending June 30, 202~~1~~⁹

Long Term rate of return on pension assets (discount rate): 6.75 percent composed of the real return (4.25%) plus CPI (2.50%)

Annual growth in pensionable payroll assumption: 2.75 percent

Increase in prices measured by the Consumer Price Index (CPI): 2.50 percent

Annual wage increases: 3.0 percent, plus service-based rates

Cost of living adjustments (COLA): 100% of CPI up to 2/3/4% annually with banking:
Assumed COLA growth rates are 1.9, 2.4 and 2.5 percent for the 2, 3 and 4 percent post retirement COLAs

**MARIN COUNTY EMPLOYEES' RETIREMENT ASSOCIATION (MCERA)
POLICY REGARDING ANNUAL AFFIRMATION AS TO KEY POLICIES**

Adopted: September 8, 2010

Amended: July 10, 2013

Reviewed: May 4, 2016

Reviewed: May 1, 2019

Reviewed:

I. PURPOSE

It is the policy of the Board of Retirement of MCERA that all Trustees and MCERA executive staff shall annually review MCERA's key policies relating to Board and staff conduct and affirm their review of, and intent to comply with, those policies.

II. POLICY

No later than thirty (30) days after the adoption of this Policy, after assuming a position with MCERA, or by March 1 of each year, whichever is later, each Trustee on the Board, the Retirement Administrator, Assistant Retirement Administrator and any other executive staff whom the Retirement Administrator designates, shall review and sign an affirmation regarding compliance with the following Board policies:

1. Code of Fiduciary Conduct, Ethics and Governance
2. Conflict of Interest Code
3. Trustee Education Policy
4. Trustee Due Diligence Policy
5. Trustee and Staff Travel Expense Policy
6. Investment Code of Conduct and Insider Trading Policy
7. Portable Electronic Device Policy

Such compliance affirmation shall state: *I, [NAME], hereby affirm that I have reviewed the following MCERA policies and will make my best effort to comply with them: [LIST].*

III. POLICY REVIEW

The Retirement Board shall review this Policy at least every three years to ensure that it remains relevant and appropriate. The Policy may be amended from time to time by majority vote of the Board.

IV. RETIREMENT ADMINISTRATOR'S CERTIFICATE

I, Jeff Wickman, the duly appointed Retirement Administrator of the Marin County Employees' Retirement Association, hereby certify that this policy was reviewed and made effective by the Marin County Employees' Retirement Association on-May 1, 2019.

Retirement Administrator

**MARIN COUNTY EMPLOYEES' RETIREMENT ASSOCIATION (MCERA)
STATEMENT OF INVESTMENT POLICY REGARDING DIVESTMENT**

ADOPTED: July 10, 2013

REVIEWED: May 4, 2016

REVIEWED: May 1, 2019

REVIEWED:

I. PURPOSE

The MCERA Investment Policy Statement sets forth MCERA's overarching investment purposes and objectives with regard to all of its investment programs.

This document sets forth MCERA's policy ("Policy") for responding to external or internal initiatives that urge MCERA to sell investments or refrain from making additional investments ("Divesting") for the purpose of achieving certain goals that do not appear to be primarily investment-related ("Divestment Initiatives"). Typically, Divestment Initiatives focus on companies that do business in a specified country, or engaged in a specified industry, or in specific practices deemed undesirable by federal and state law ("Targeted Companies").

II. BACKGROUND

MCERA wants companies in which it invests to meet high corporate governance and ethical standards of conduct. The MCERA Board of Retirement and Investment Committee believe that such standards generally will promote superior long-term investment performance. The MCERA Board of Retirement and Investment Committee concur with the California Public Employees' Retirement System's determination in its Policy Regarding Divestment dated February 17, 2009, however, that "prefers constructive engagement to Divesting as a means of affecting the conduct of entities in which it invests" (the "CalPERS Policy"). To the extent possible MCERA will seek to collaborate with other public retirement systems such as CalPERS and organizations such as the State Association of County Retirement Systems (SACRS) to seek good governance and conduct from the companies hired to invest trust fund assets.

MCERA's Board of Retirement and its staff have fiduciary duties of loyalty and prudence under the California Constitution, article XVI, section 17, and California Government Code section 31588, and are required to discharge their duties regarding investments and otherwise "with the care, skill, prudence, and diligence under the circumstances then prevailing that a prudent person acting in a like capacity and familiar with these matters would use in the conduct of an enterprise of a like character and with like aims." (Cal. Const., art. XVI, sec. 17 (c).)

These fiduciary duties generally forbid MCERA from compromising investment performance for the purpose of achieving goals that do not directly relate to the MCERA operations or benefits. As stated in the CalPERS Policy:

Divesting appears to almost invariably harm investment performance, such as by causing transaction costs (e.g., the cost of selling assets and reinvesting the proceeds) and

compromising investment strategies. In addition, there appears to be considerable evidence that Divesting is an ineffective strategy for achieving ethical or political goals, since the unusual consequence is often a mere transfer of ownership of divested assets from one investor to another. Investors that divest lose their ability as shareowners to influence the company to act responsibly.

This Policy, therefore, generally discourages Divesting in response to Divestment initiatives, but encourages MCERA to use constructive engagement, where consistent with fiduciary duties, to help Divestment Initiatives achieve their goals.

III. POLICY

Consistent with MCERA's Investment Policy Statement, which describes the utilization of external investment managers to invest and manage plan assets, investment managers shall have designated discretion to direct and manage the investment and reinvestment of assets provided by MCERA unless otherwise provided in their contract. Because these managers have been provided certain discretion over investment management, MCERA will not undertake discussions of Divestment Initiatives with external managers if investments in the Targeted Companies align with the style and methodology for which the manager was hired. This approach is consistent with that taken by other public retirement systems including CalPERS.

If MCERA were to undertake the internal management of specific trust fund assets, the Board may exercise its discretion to establish parameters to limit how trust fund dollars are to be deployed in different asset classes, subject to fiduciary diligence regarding the risk/return expectations prior to taking such action.

MCERA may undertake constructive engagement, and/or collaborate with fellow public pension systems, in support of Divestment Initiatives to the extent the MCERA Investment Committee determines to be appropriate or as required by law. MCERA will only sell Targeted Companies or refrain from making additional investments if the following conditions apply:

- A. Investment in the Targeted Company is imprudent and inconsistent with fiduciary duties. MCERA recognizes that the prudence of an investment may depend on its purposes. For example, it may be imprudent to retain an investment in an actively managed portfolio, but prudent to retain it in an indexed portfolio.
- B. The investment is in violation of constitutional federal or California state laws that require Divesting, if any.

When evaluating whether to undertake constructive engagement in support of Divestment Initiatives, and/or to support other public pension systems in such efforts, the Investment Committee will use the following criteria as a general evaluation guideline:

- 1. Principles: To what extent is the issue clearly aligned with principle/policy language already developed by MCERA?

2. Capacity: Does MCERA, with or without other public retirement system partners, have the expertise and resources to influence a meaningful outcome?
3. Risk/Return: Has sufficient analysis been performed for MCERA to be reasonably confident that pursuing the initiative will have a positive or neutral impact on MCERA's risk-adjusted returns?
4. Timeliness: Is the issue time sensitive with a clearly defined deadline?
5. Definition and Likelihood of Success: Is there a likelihood of success that MCERA action will influence an outcome that can be measured? Can we partner with others to achieve success?

IV. POLICY REVIEW

The Board shall review this Policy at least every three years to ensure that it remains relevant and appropriate. The Policy may be amended at any time by majority vote.

V. RETIREMENT ADMINISTRATOR'S CERTIFICATE

I, Jeff Wickman, the duly appointed Retirement Administrator of the Marin County Employees' Retirement Association, hereby certify the review of this Policy on

_____, May 1, 2019.

Retirement Administrator

**MARIN COUNTY EMPLOYEES' RETIREMENT ASSOCIATION (MCERA)
WHISTLEBLOWER POLICY**

Adopted: September 8, 2010

Reviewed: July 10, 2013

Reviewed: May 4, 2016

Reviewed: May 1, 2019

Reviewed:

I. PURPOSE

It is the public policy of the State of California and of the Board of Retirement of MCERA to encourage employees to notify an appropriate government or law enforcement agency when they have reason to believe their employer is violating a state or federal statute or not complying with a state or federal rule or regulation.

Whistleblowers are provided with protection against retaliation for engaging in valid whistle-blowing activities as defined above under the provisions of California Labor Code §1102.5, California Government Code §§53296-53298.5, and County of Marin ("County") Personnel Management Regulation ("PMR") No. 25. The purpose of this policy is to assure MCERA's employees that they are provided with such protections in compliance with the law.

II. SCOPE OF POLICY

For purposes of this Policy, MCERA's employees include those persons who are employees of the County of Marin assigned to work at MCERA. This policy is separate from and does not replace existing grievance or complaint resolution procedures provided in an applicable Memoranda of Understanding or the County's PMRs, including without limitation County PMR No. 25.

III. PROTECTED PERSONS

Under the Labor Code, a "whistleblower" is an employee who discloses information to a government or law enforcement agency where the employee has reasonable cause to believe that the information discloses:

1. A violation of a state or federal statute
2. A violation or noncompliance with a state or federal rule or regulation, or
3. With reference to employee safety or health, unsafe working conditions or work practices in the employee's employment or place of employment.

Under County PMR No. 25, a "whistleblower" is any County employee or applicant for County employment who discloses to the appropriate agency, office or department, information that, if true, would constitute:

1. Gross mismanagement

2. Significant waste of funds
3. Abuse of authority and/or
4. Substantial and specific danger to public health or safety.

IV. POLICY

It is the policy of the Board of Retirement to consider complaints that may be forwarded to MCERA or the Retirement Administrator by the County Administrator under PMR No. 25, and otherwise. Any such complaint should be reported first to the Board Chair, and if the Chair and Vice-Chair deem appropriate, then to the Board's Finance and Risk Management Committee.

It is also the policy of the Board of Retirement that no Board or Staff Member may retaliate against any MCERA Board Member, Staff Members, service providers, members, beneficiaries or any other person who complies with the whistleblower provisions of the Labor Code, Government Code, County PMR No. 25, or this Policy.

V. POLICY REVIEW

The Retirement Board shall review this Policy at least every three years to ensure that it remains relevant and appropriate. The Policy may be amended from time to time by majority vote of the Board.

VI. RETIREMENT ADMINISTRATOR'S CERTIFICATE

I, Jeff Wickman, the duly appointed Retirement Administrator of the Marin County Employees' Retirement Association, hereby certify that this policy was reviewed and made effective by the Marin County Employees' Retirement Association on

May 1, 2019.

Retirement Administrator

B.6 Next Committee Meeting

This is a discussion with no backup.